

An Act to Incorporate & By-Laws

May 2017

An Act to Incorporate the Nova Scotia School Boards Association

Short title

1 This Act may be cited as the *Nova Scotia School Boards Association Act*. 1974, c. 113, s. 1.

Interpretation

2 In this Act, unless the context otherwise requires,

- (a) "Association" means the Nova Scotia School Boards Association;
- (b) "board" means a school board as defined in the *Education Act*, and includes a regional vocational school advisory board appointed pursuant to the *Education Act*;
- (c) "Executive" means the Executive of the Association;
- (d) "Minister" means the Minister of Education. 1974, c. 113, s. 2; 1983, c. 55, s. 1.

Nova Scotia School Boards Association

3 (1) The Nova Scotia School Boards Association as incorporated under the *Societies Act* is continued as a body corporate, subject to the provisions of this Act.

Transition

(2) The by-laws, members, association, offices, committees, locals and Executive of the Association as incorporated under the *Societies Act* existing immediately prior to the twenty-eighth day of June, 1974, shall continue in effect or in office until changed or replaced pursuant to this Act. 1974, c. 113, s. 3.

Constitution of Association

4 The constitution of the Association shall consist of

- (a) the memorandum of association of the Association as incorporated under the *Societies Act*; and
- (b) the by-laws of the Association. 1974, c. 113, s. 4.

Liability of members

5 No member of the Association shall be liable for the debts or liabilities of the Association unless the member shall have made himself personally liable therefor. 1974, c. 113, s. 5.

Objects of Association

6 The objects of the Association are to

- (a) provide a forum for the exchange of views and information on matters of mutual interest among the boards holding membership in the Association;
- (b) provide a common voice for the member boards in presentations to the Government, Department of Education, royal commissions and other authorities or organizations concerned with education; and
- (c) co-operate with the Provincial and municipal governments and with other organizations in the furtherance of education. 1974, c. 113, s. 6.

Powers

7 The Association shall have the power to do all things necessary or desirable for the attainment of its objects or incidental thereto including, but not so as to restrict the generality of the foregoing, power to

- (a) purchase, acquire, lease and hold real and personal property and sell, convey and lease, mortgage or transfer the same;
- (b) borrow money from any person or corporation and give security for any money so borrowed on any of the real and personal property of the Association by way of mortgage or otherwise;
- (c) accept all gifts, legacies or bequests which may be given to the Association;
- (d) expend any money of the Association;
- (e) subject to the approval of the Minister, fix membership fees and special assessments of members and collect such fees and assessments. 1974, c. 113, s. 7.

Exercise of powers by Executive

8 Unless otherwise provided in this Act or by the by-laws of the Association, the powers of the Association may be exercised by the Executive. 1974, c. 113, s. 8.

By-laws

9 (1) The Association may make by-laws not inconsistent with this Act respecting

- (a) the management of the Association and its property;
- (b) the officers, Executive and committees of the Association and their respective powers and duties;
- (c) all other matters necessary or conducive to the carrying out of its objects and the exercise of its powers.

Passing of by-laws

(2) Every by-law shall be passed by a vote of at least two thirds of the members of the Association present at a meeting thereof, notice of the intention to propose such by-laws at such meeting having been given in writing by notice mailed prepaid at least sixty days before such meeting to each member of the Association at its last recorded address. 1974, c. 113, s. 9; 1986, c. 55, s. 1.

Membership

10 (1) Every board shall be a member of the Association unless it resigns therefrom by written notice addressed to the Association at its head office and mailed by prepaid registered post.

Effective period of resignation

(2) The resignation of a board from the Association shall become effective on the last day of the fiscal year of the Association and shall be effective for a period of one year. 1974, c. 113, s. 10.

Annual report to Minister

11 Not later than ninety days after the end of each fiscal year of the Association, the Association shall send to the Minister

- (a) a scale of fees payable to the Association by its members for the current year;
- (b) a schedule of special assessments, if any, payable to the Association by its members for the current year. 1974, c. 113, s. 11; 1986, c. 55, s. 2.

Annual grant

12 (1) The Minister may pay a grant to the Association annually in an amount determined by the Governor in Council.

Annual fees and assessments

(2) Every member of the Association shall pay to the Association annually the fees and special assessments prescribed by the Association and approved by the Minister.

Payer of fees and assessments

(3) Fees and assessments payable pursuant to this Section are payable by

(a) the Minister, in the case of a regional vocational school advisory board; and

(b) the Board, in any other case.

Time of payment

(4) Fees and assessments payable pursuant to this Section are payable on or before the thirtieth day of September in each year except that fees and assessments approved by the Minister after the thirtieth day of September in any year are payable within thirty days of notice to the Board of the amount payable. 1983, c. 55, s. 2.

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NSSBA BY-LAWS

ARTICLE 1 CONSTITUTION

- 1.1. In accordance with Section 4 of *[An Act to Incorporate the Nova Scotia School Boards Association](#)*, assented to on the 28th day of June 1974, and as amended in 1983 and 1986, these by-laws together with the Act to Incorporate the Nova Scotia School Boards Association under *[The Societies Act](#)* shall comprise the constitution of the Nova Scotia School Boards Association.

- 1.2. Except as otherwise stipulated, the 1984 version or subsequent version of Kerr and King, *[Procedures for Meetings and Organizations](#)*, shall govern the conduct of business at all meetings of the NSSBA.

ARTICLE 2 DEFINITIONS

2. In the by-laws of the Nova Scotia School Boards Association the following definitions shall apply:
 - 2.1. 'NSSBA' shall mean the Nova Scotia School Boards Association;
 - 2.2. 'Board of Directors' shall mean the Board of Directors of the Nova Scotia School Boards Association;
 - 2.3. 'Director' shall mean a Director of the Nova Scotia School Boards Association as appointed by a member school board.
 - 2.4. 'Executive Committee' shall mean the Officers of the Nova Scotia School Boards Association.
 - 2.5. 'School Board' shall include the Conseil scolaire acadien provincial and each regional school board, as established by the Education Act.
 - 2.6. 'AGM' shall mean the Annual General Meeting of the Nova Scotia School Boards Association.
 - 2.7. 'Participant' shall mean NSSBA Officers, Directors, affiliate member representatives, and NSSBA committee members.
 - 2.8. Fiduciary Duty: A duty to act honestly and in good faith in a manner that supports the best interests of the NSSBA on behalf of its member boards.

ARTICLE 3 CODE OF CONDUCT

3.1. Code of Conduct

All NSSBA Participants shall abide by the Code of Conduct as per APPENDIX A and APPENDIX C.

3.2. Consequences of Breach of Code of Conduct

All Participants shall abide by the Consequences for Breach of Code of Conduct as per APPENDIX D.

ARTICLE 4 MEMBERSHIP

4.1 Active Membership

- 4.1.1. Active membership shall be limited to all school boards established under the Nova Scotia Education Act and recognized by the Department of Education and Early Childhood Development.

4.2. Honorary and Life Memberships

- 4.2.1. Honorary membership in the NSSBA shall be granted to the Minister of Education and Early Childhood Development. Other persons may, upon the recommendation of the Board of Directors, be made honorary members for a specified term or honorary life members of the NSSBA by resolution at an AGM.
- 4.2.2. Life membership shall be granted to each person who has been the President of the NSSBA upon retirement from Office.
- 4.2.3. Honorary members, honorary life members, and life members may participate in the AGM without payment of registration fee, but otherwise at their own expense, and without voting privileges unless otherwise entitled by virtue of holding some other Office or type of membership.

4.3 Associate Membership (Revised 2015)

- 4.3.1. School board superintendents, directors or equivalents, communications staff and board secretaries who are table officers of their boards are automatically associate members through their boards' membership in the NSSBA, with membership dues considered paid as part of their respective board's annual membership fee.
- 4.3.2. Associate membership shall be accorded to other interested individuals by appointment of the Board of Directors and on payment of a fee set annually by the Board of Directors at its first meeting following the AGM.
- 4.3.3. Associate members may attend the AGM and Special General Meetings at their own expense, if duly registered, but shall have no voting privileges.

4.4. Affiliate Membership (Revised 2015)

- 4.4.1. Affiliate membership in the NSSBA may be granted by the Board of Directors on such terms as it considers appropriate in the individual circumstances of the organization applying for such membership.

- 4.4.2. The Executive Committee will develop specific terms for each affiliate membership for recommendation to the Board of Directors.
- 4.4.3. The terms will include, but not be limited to, representation from the affiliate organization, fees, participation in meetings, membership on standing committees, voting rights, and renewal of membership.

ARTICLE 5.1., 5.2., 5.3., AND 5.4.

ANNUAL GENERAL MEETING (AGM) AND SPECIAL GENERAL MEETINGS

5.1. AGM and Special General Meetings: Scheduling

- 5.1.1. AGM of the NSSBA shall be held at such venue as the Board of Directors determines, within three months of the end of the NSSBA fiscal year.
- 5.1.2. Special General Meetings of the NSSBA may be convened at any time by resolution of the Executive Committee and/or the Board of Directors.
 - 5.1.2.1. A written notice of each Special General Meeting stating the day, hour and venue and the agenda of the business to be transacted shall be sent by electronic means to each member board of the NSSBA not less than seven (7) days before the date of the Special General Meeting.
- 5.1.3. A Special General Meeting may be called with less than seven (7) days notice provided that a two-thirds ($\frac{2}{3}$) majority of the member school boards consent to waive the requirement for seven (7) days written notice.

5.2. AGM and Special General Meetings: Quorum

- 5.2.1. A quorum for any AGM or Special General Meeting of the NSSBA shall be no less than fifty per cent (50%) plus one of eligible voting delegates representing not less than fifty per cent (50%) plus one of the member school boards of the NSSBA.

5.3. AGM and Special General Meetings: Delegates

- 5.3.1. All members of school boards and affiliate members shall be eligible to attend the AGM and Special General Meetings of the NSSBA as delegates.
- 5.3.2. All delegates may speak on any motion.

5.4. AGM and Special General Meetings: Voting Delegates

- 5.4.1. Each member school board shall be assigned eight (8) votes.
- 5.4.2. Each member board shall receive eight (8) voting delegate cards which must be displayed when casting a vote.
- 5.4.3. Only voting delegates may vote.
- 5.4.4. Each voting delegate shall only have one vote.

ARTICLE 5.5. AGM AND SPECIAL GENERAL MEETINGS: VOTING PROCEDURES

- 5.5.1. Voting shall be by delegate cards, unless otherwise specified.
- 5.5.2. In the event of a “tie” vote, with the exception of the election of officers, the motion will have deemed to be defeated.
- 5.5.3. Vote count:
 - 5.5.3.1. Upon request by a voting delegate to announce the vote count, the Chair shall determine the will of the meeting as to whether the vote count should be announced.
 - 5.5.3.2. If a simple majority of voting delegates are in favour of the release of the vote count results, the results will be announced.

ARTICLE 5.6. AGM AND SPECIAL GENERAL MEETINGS: PARLIAMENTARIAN

- 5.6.1 The Executive Committee shall appoint a parliamentarian for each AGM and Special General Meeting as per [Article 11.2.8](#).

ARTICLE 5.7. AGM AND SPECIAL GENERAL MEETINGS: SPECIAL GUESTS

- 5.7.1. Special guests may be invited to the AGM and Special General Meetings with the prior approval of the Executive Committee.
- 5.7.2. A request to attend must be received by the Executive Director a minimum of one week prior to the AGM or Special General Meeting

ARTICLE 5.8. AGM: BY-LAW AMENDMENTS

- 5.8.1. Amendments of the by-laws shall be the first order of business at the AGM.
- 5.8.2. Debate of by-law amendments shall be facilitated by the Executive Director.

ARTICLE 5.9. AGM: ELECTION OF OFFICERS

- 5.9.1. **Election of Officers: Timing**
 - 5.9.1.1. Board of Directors shall annually establish the scheduled time on the agenda of the AGM for the election of Officers.
 - 5.9.1.2. Such time shall be communicated to each board at least thirty (30) days in advance of the AGM.

ARTICLE 5.9.2. ELECTION OF OFFICERS: CHAIR OF PROCESS

5.9.2.1. The Executive Director shall preside at the election of the Officers.

ARTICLE 5.9.3. AGM: ELECTION OF OFFICERS: NOMINATIONS

5.9.3.1. The Nominations Committee shall bring to the AGM all nominations it has received for Officers' positions for the following year.

5.9.3.2. Nominations may also be made by voting delegates from the floor at the AGM.

ARTICLE 5.9.4. AGM: ELECTION OF OFFICERS: VOTING PROCESS

5.9.4.1. Elections for each of the Officers' positions will be held separately, beginning with the office of President.

5.9.4.2. Unsuccessful candidates for election to one Office may be nominated for and elected to any other remaining Office.

5.9.4.3. Voting for Officers shall be by secret ballot.

5.9.4.4. To be elected, a candidate must receive no less than fifty per cent (50%) plus one (1) of the votes cast by voting delegates present.

5.9.4.5. If at any point in the election process one of the candidates received fifty per cent (50%) plus one of the votes, that candidate shall be declared elected.

5.9.4.6. Each candidate will be allowed to speak up to five (5) minutes.

5.9.4.7. In the event of a "tie" vote in the election of an Officer, the following steps will be followed to resolve the issue:

5.9.4.7.1. If more than two (2) candidates are nominated, the candidate with the least number of votes shall be eliminated from the election and a second election shall be held with the remaining candidates.

5.9.4.7.2. If the two (2) candidates with the least number of votes are tied, the membership will vote to determine which of the two (2) candidates will be eliminated.

5.9.4.7.3. If, after the vote in Article 5.9.4.7.2., the two (2) candidates with the least votes are tied, the Chair of the Nominations Committee shall draw the name of the candidate who will continue in the election.

5.9.4.7.4. This procedure shall be repeated until two (2) candidates remain.

5.9.4.7.5. If the final two (2) candidates are tied, the membership will vote again to determine which of the two candidates wins.

5.9.4.7.6. If, after the revote in Article 5.9.4.7.5., the final two (2) candidates are tied, the Chair of the Nominations Committee shall draw the name of the winning candidate.

ARTICLE 5.10. **AGM: RESOLUTIONS**

- 5.10.1.** Resolutions shall normally be submitted from member school boards under the direction of the Resolutions Committee as per Article 13.
- 5.10.2.** Resolutions from the floor may be considered according to a process approved by the Board of Directors.
- 5.10.3.** The resolution debate and voting process shall be approved by the Board of Directors.
- 5.10.4.** The resolution debate and voting process at the AGM shall be chaired by the Chair of the Resolutions Committee and/or facilitated by the Executive Director, under the direction of the Chair.
- 5.10.5.** Approved resolutions shall be submitted to the Minister of Education and Early Childhood Development, as per a process approved by the Board of Directors.

ARTICLE 6 **BOARD OF DIRECTORS**

6.1. Board of Directors: Composition

- 6.1.1.** The Board of Directors of the NSSBA shall consist of the Officers of the NSSBA and one Director representing each of the member school boards, as outlined in Article 4.1.

6.2. Board of Directors: Appointment of Directors and Alternates

- 6.2.1.** At least thirty (30) days before the AGM each member school board shall submit the name of its Director to the NSSBA for the year following that AGM.
- 6.2.2.** The members of the Board of Directors, including the Officers, shall be school board members at the time of their appointment.
- 6.2.3.** A member school board shall appoint an alternate to attend a Board of Directors meeting in place of the appointed Director. The alternate will have all the privileges of a Director in relation to said meetings.
- 6.2.4.** In the event that a Director ceases to be a member of a school board, the Director shall also cease to be a Director of the NSSBA and his/her seat on the Board of Directors shall be declared vacant and would be replaced as per Article 6.2.5.
- 6.2.5.** In the event of any position becoming vacant among the representatives of member school boards on the Board of Directors, the position(s) shall be filled by an appointee from the respective member school board.

6.3. Board of Directors: Term of Office for Directors

- 6.3.1.** Members of the Board of Directors shall take office immediately following the AGM, and shall hold office, subject to these by-laws, until their successors take office at the conclusion of the next AGM.

- 6.3.2.** The Board of Directors may request a member school board to remove its Director from office before the expiry date of the term of office for just cause, as determined by the Board of Directors, as per the NSSBA Code of Conduct and Consequences of Breach of Code of Conduct.

ARTICLE 6.4. BOARD OF DIRECTORS: DUTIES AND POWERS

- 6.4.1.** The business and affairs of the NSSBA shall be under the direction and control of the Board of Directors, which may exercise all powers of the NSSBA as are not required to be exercised by the NSSBA at the AGM or Special General Meetings.
- 6.4.2.** The Board of Directors has the power ordinarily vested in the board of directors of a corporation.
- 6.4.3.** The Board of Directors shall not change positions adopted by the NSSBA without the approval of the majority of voting members present at the AGM or Special General Meeting of the NSSBA.
- 6.4.4.** The Board of Directors shall establish standing committees, as per Article 10.
- 6.4.5.** Without limiting the generality of the foregoing, the Board of Directors may:
- 6.4.5.1. Appoint an Executive Director.**
 - 6.4.5.1.1.** Approve the recruitment process.
 - 6.4.5.1.2.** Establish terms of employment,
 - 6.4.5.1.3.** Approve the salary and increments.
 - 6.4.5.1.4.** Approve the Job Description.
 - 6.4.5.2.** Approve the executive director performance appraisal policy.
 - 6.4.5.3.** Receive reports from Standing Committees, ad hoc committees and other committees.
 - 6.4.5.4.** Appoint, either from its own members or others, such ad hoc committees as it may from time to time deem advisable, and prescribe their duties and functions.
 - 6.4.5.5.** Appoint Directors or the Executive Director to External Committees.
 - 6.4.5.6.** Approve the annual budget for the coming year, annual membership dues/fees and special assessments, as per Article 18).
 - 6.4.5.7.** Act as the Finance Committee. (Adopted 2013)
 - 6.4.5.8.** Enter into memoranda of understanding and/or funding agreements with external partners.
- 6.4.6. Policy Development**
- The Board of Directors shall determine the process for the development and monitoring of NSSBA policies.
- 6.4.6.1. Procedure Development.** The Board of Directors shall follow a process to ensure that the NSSBA Executive Director prepares and implements appropriate procedures to ensure successful development, communication and implementation of policy.

ARTICLE 7 **DIRECTORS: ROLES AND RESPONSIBILITIES**

7.1. Directors: Governance Role

- 7.1.1. Directors shall approach issues and decisions from a provincial perspective.
- 7.1.2. Directors shall support majority decisions of the Board of Directors.
- 7.1.3. Directors shall adhere to these by-laws.
- 7.1.4. Directors shall ensure that financial controls are in place.
- 7.1.5. Directors shall set future vision and priorities for the NSSBA based on the best interest of students.
- 7.1.6. Directors shall respect the roles and responsibilities of the President, Executive Director and fellow Directors.

7.2. Directors: Member School Board Liaison

- 7.2.1. Directors shall be knowledgeable of and able to speak about the policies, approved motions and direction of their member school board.
- 7.2.2. Directors shall provide constructive input to improve the service of the NSSBA to member school boards.
- 7.2.3. Directors shall act as liaison between the member school board and the NSSBA.
- 7.2.4. Directors shall provide a report to the NSSBA on behalf of their member school board at each regular NSSBA Board of Directors meeting.
- 7.2.5. Directors shall encourage their school board to submit annual resolutions.
- 7.2.6. Directors shall provide a monthly report to their member school board on the activities of the NSSBA.

7.3. Directors: Participation

- 7.3.1. With the exception of special circumstances, Directors are responsible to attend all meetings of the Board of Directors and Committees of which they are a member.
- 7.3.2. Directors are responsible to prepare for meetings.
- 7.3.3. With the exception of special circumstances, Directors are responsible to attend professional development sessions.
- 7.3.4. With the exception of special circumstances, Directors are responsible to attend the AGM and Special General Meetings.
- 7.3.5. An alternate appointed by their member school board may stand in for the Director when he/she is unable to attend, as per Article 6.2.3.
 - 7.3.5.1. The Director is responsible for informing the Executive Director and ensuring that his/her alternate is notified and able to attend in the absence of the Director.

ARTICLE 8.1. OFFICERS (REVISED 2013)

8.1 Officers

The Officers of the NSSBA shall be: the President, the Vice President and the Past President [or his/her replacement according to Article 8.4.3. or 8.2.2.2.

8.1.1. The Officers shall form the Executive Committee.

ARTICLE 8.2. OFFICERS: TERMS OF OFFICE:

8.2.1. Term of Office: President

8.2.1.1. The term of Office for the President is one (1) year.

8.2.1.2. A person may only be elected to serve as President for a maximum of two (2) consecutive terms.

8.2.1.3. In the event a person is elected or appointed to serve as President on an interim basis, that person will be considered to have served one term as President if his/her interim election or appointment is for a period greater than nine (9) months.

8.2.2. Term of Office: Past President

8.2.2.1. The maximum term of office for the Past President is three (3) consecutive years immediately following his/her term as President (effective 2017 AGM).

8.2.2.2. In the fourth and subsequent years, the Board of Directors shall elect a third member of executive.

8.2.2.2.1. In such case, this executive member shall assume all duties and responsibilities assigned to the Past President as per the by-laws.

ARTICLE 8.3. OFFICERS: DUTIES AND POWERS

8.3.1. Role of President

8.3.1.1. The President shall be an ex officio member of the following Standing Committees: Education, Communications, Resolutions, and Audit.

8.3.1.2. The President shall be the Chair of the Board of Directors and shall, if present, preside at all meetings of the NSSBA, the Board of Directors, and the Executive Committee.

8.3.1.3. The President shall sign all instruments which require the signature of the President, perform all duties incident to the Office, and have such other powers and duties as may, from time to time, be assigned to the President by the NSSBA Board of Directors.

8.3.1.4. The President shall name members to committees in accordance with a process approved by the Board of Directors.

8.3.1.5. The President shall represent the NSSBA at provincial and/or national associations as required.

8.3.2. Role of Vice President

8.3.2.1. The Vice President shall have all of the powers and shall perform all of the duties of the President in the absence, inability or refusal to act of the President.

8.3.2.2. The Vice President shall serve as Chair of the Education Committee.

8.3.2.3. The Vice President shall also have any other powers and duties as may, from time to time, be assigned by the NSSBA Board of Directors.

8.3.3. Role of Past President

8.3.3.1. The Past President shall serve as Chair of the Nominations Committee.

8.3.3.2. The Past President shall serve as Chair of the Resolutions Committee.

8.3.3.3 The Past President shall also have any other powers and duties as may, from time to time, be assigned by the NSSBA Board of Directors.

ARTICLE 8.4 OFFICERS: VACANCIES

8.4.1. If the Office of the President becomes vacant, the Vice President shall assume it immediately.

8.4.2. If the Office of the Vice President becomes vacant, the Board of Directors shall elect a replacement to complete the remainder of the term.

8.4.3. If the office of Past President becomes vacant,
The Office of Past President will be filled by appointment by the Board of Directors from the members of the Board of Directors.

8.4.4. In the event that all Executive Committee Offices become vacant at the same time,

8.4.4.1. The Executive Director of the NSSBA will immediately call a Special General Meeting of the NSSBA for the purpose of electing Officers for the NSSBA; or

8.4.4.2. Conduct a special election for the Officers' positions through a ~~mailed~~ ballot process according to the voting rights provided for in Article 5.3. of these by-laws.

8.4.4.3 For the purposes of this Article, the requirements of Article 5.1.2. are waived and the Executive Director shall have the authority to convene a Special General Meeting.

ARTICLE 9. TREASURER

9.1. Appointment of Treasurer

9.1.1. The Treasurer shall be appointed by the Executive Committee as per Article 11.2.5.

9.1.2. The Treasurer shall not be considered a member of the Executive Committee.

9.2. Role of the Treasurer

9.2.1. The Treasurer will serve as the Chair of the Finance Committee.

- 9.2.2. The Treasurer shall sign, with the President or other signing Officers of the NSSBA, such instruments as require the signature of the Treasurer.
- 9.2.3. The Treasurer shall perform such other duties as the terms of appointment call for or as the Board of Directors may from time to time require of the Treasurer.
- 9.2.4. The Treasurer shall ensure that adequate systems are in place for the care and custody of all the funds and securities of the NSSBA and for the keeping of proper books and accounts.
- 9.2.5. The Treasurer may, if designated as a signing officer of the NSSBA, sign or countersign such instruments as require signature and shall perform all the duties incident to the Office that are properly required of the Treasurer by the Board of Directors.

ARTICLE 10.1. STANDING COMMITTEES

10.1. Standing Committees: Establishment

The Board of Directors shall establish the following Standing Committees.

- 10.1.1. Executive.
- 10.1.2. Finance.
- 10.1.3. Audit.
- 10.1.4. Leaders Advisory.
- 10.1.5. Education.
- 10.1.6. Nominations.
- 10.1.7. Resolutions.
- 10.1.8. Communications.
- 10.1.9. Central Purchasing.
- 10.1.10. Members Employee Benefits.
- 10.1.11. Pension Trustees.

ARTICLE 10.2. STANDING COMMITTEES: MEMBERSHIP

- 10.2.1. The Director from each member school board shall determine if he/she will represent the member school board on the Education, Communications, Nominations and/or Resolutions Committees.
- 10.2.2. If the Director chooses not to sit on a committee, the member school board shall appoint a member to that committee.

ARTICLE 10.3. STANDING COMMITTEES: TERMS OF REFERENCE

10.3 The terms of reference for each committee shall be approved by the Board of Directors and shall include:

- 10.3.1.** Mandate.
- 10.3.2.** Membership.
- 10.3.3.** Roles of the members.
- 10.3.4.** Procedures.
- 10.3.5.** Voting procedures.
- 10.3.6.** Mechanism for reporting to the Board of Directors.

ARTICLE 11. EXECUTIVE COMMITTEE

11.1. Executive Committee: Composition

The Executive Committee shall be comprised of the President, Vice President and the Past President [or his/her replacement according to Article 8.4.3 or 8.2.2.2.

11.2. Executive Committee: Duties and Powers

- 11.2.1.** The Executive Committee shall manage the affairs of the NSSBA between meetings of the Board of Directors and shall deal with such matters that require attention between Board of Directors meetings.
- 11.2.2.** The Executive Committee shall meet at dates determined by the President.
- 11.2.3.** The Executive Committee shall report its activities to the Board of Directors.
- 11.2.4.** The Executive Committee shall be considered to have rendered an account of its activities when copies of the minutes of its meetings have been circulated to the members of the Board of Directors and an opportunity has been provided for a discussion of the minutes at a meeting of the Board of Directors.
- 11.2.5.** The Executive Committee shall annually appoint a Director from the Board of Directors to serve as Treasurer, through a process approved by the Board of Directors, as per Article 9.1.1.
- 11.2.6.** The Executive Committee shall not authorize expenditures of an extraordinary nature without prior approval of the Board of Directors.
- 11.2.7.** The Executive Committee may consider the reports/recommendations from other Standing Committees and provide advice to the Board of Directors with respect to them.
- 11.2.8.** The Executive Committee shall appoint a parliamentarian to serve at the AGM and Special General Meetings as per Article 5.6.1.
- 11.2.9.** The Executive Committee may invite special guests to observe any meeting of the Board of Directors or Committee, including the AGM or Special General Meeting.
- 11.2.10.** The Executive Committee shall oversee a process to carry out the performance appraisal of the Executive Director, as per Article 6.5.5.2.

ARTICLE 12 **AUDIT COMMITTEE**

12.1. Audit Committee: Establishment

12.1.1. The Board of Directors shall annually appoint an Audit Committee.

12.2. Audit Committee: Membership

12.2.1. The Treasurer shall serve as a member of the Audit Committee.

12.2.2. The Board of Directors shall appoint two external members to the Audit Committee.

12.2.2.1. The external members shall have financial expertise.

12.2.3. The President shall attend all meetings of the Audit Committee as an ex officio member.

12.3. Audit Committee: Chair

12.3.1. The Audit Committee shall be co-chaired by the Treasurer and an external committee member.

12.4. Audit Committee: Mandate

12.4.1. The Audit Committee shall review the year-end financial statements prior to the presentation of the statements to the Board of Directors.

12.4.2. The Audit Committee shall provide a written report to the Board of Directors.

12.5. Audit Committee: Terms of Reference

12.5.1. Notwithstanding this article, the Terms of Reference for the Audit Committee shall be as approved by the Board of Directors, as per these by-laws.

ARTICLE 13 **RESOLUTIONS COMMITTEE**

13.1. Resolutions Committee: Establishment

At least two (2) months prior to the AGM, the Board of Directors shall appoint a Resolutions Committee.

13.2. Resolutions Committee: Membership

The Board of Directors shall appoint a school board member from each member school board to the Resolutions Committee.

13.3. Resolutions Committee: Chair

The Past President shall serve as Chair of the Resolutions Committee.

13.4. Resolutions Committee: Mandate

The Resolutions Committee shall coordinate the collection and review of resolutions forwarded to it by member school boards for the purpose of debate at the AGM.:

13.4.1. The duties of the Committee shall be detailed in the Terms of Reference approved by the Board of Directors.

- 13.4.2. The annual resolutions process shall be as approved by the Board of Directors as per Article 5.10.

ARTICLE 14 NOMINATIONS COMMITTEE

14.1. Nominations Committee: Establishment

- 14.1.1. At least two (2) months prior to the AGM, the Board of Directors shall appoint a Nominations Committee.

14.2. Nominations Committee: Membership

- 14.2.1. The Board of Directors shall appoint a school board member from each member school board to the Nominations Committee.
- 14.2.2. No member of the Nominations Committee shall be eligible for nomination as an Officer, including nominations from the floor.

14.3. Nominations Committee: Chair

- 14.3.1. The Past President shall serve as Chair of the Nominations Committee.
- 14.3.2. The Executive Director shall preside at the election of the Officers, as prescribed in Article 5.9.2.1.

14.4. Nominations Committee: Mandate

- 14.4.1. The Nominations Committee shall canvass member school boards for nominations as per the Terms of Reference approved by the Board of Directors.
- 14.4.2. The Nominations Committee shall bring to the AGM all nominations it has received for Officers' positions for the following year.

ARTICLE 15 AD HOC COMMITTEES

15.1. Ad hoc Committees: Establishment

Ad hoc committees may be appointed by the Board of Directors or the Executive Committee as required.

15.2. Ad hoc Committees: Terms of Reference

The terms of reference for each committee shall be approved by the Board of Directors and shall include:

- 15.2.1. Mandate.
- 15.2.2. Membership.
- 15.2.3. Roles of the members.
- 15.2.4. Procedures.
- 15.2.5. Voting procedures.
- 15.2.6. Mechanism for reporting to the Board of Directors.

ARTICLE 16 **MEETINGS**

16.1. Meetings: Procedures

16.1.1. Except as otherwise stipulated, the 1984 version or subsequent version of Kerr and King, Procedures for Meetings and Organizations, shall govern the conduct of business at all meetings of the NSSBA.

16.1.2. Not less than fifty per cent (50%) plus one (1) of the members shall constitute a quorum for a meeting of that body.

16.1.2.1 Notwithstanding 16.1.2, for a committee or subcommittee of three members, two members shall constitute a quorum for a meeting.

16.1.3. A majority vote of the members present shall decide all questions.

16.1.4. Unless otherwise outlined in the approved Terms of Reference, the chair of the meeting may vote on all motions.

16.1.5. All members of school boards and affiliate members may attend meetings as observers, at their own expense, to a maximum of four (4) observers per meeting.

16.1.5.1. Observers will be excluded from in-camera discussions.

16.1.6. Every notice of meeting shall state the hour, the date, and the venue of meeting.

16.1.7. Unless otherwise outlined in the approved Terms of Reference, the Chair and Vice Chair of each committee shall be determined by an open (non-secret) nominations and voting process.

16.1.8. All committees that meet more than once shall have at least one (1) meeting on-line or by distance.

16.2. Meetings: Board of Directors

16.2.1. The Board of Directors shall meet not less than four (4) times per year commencing after the AGM in office.

16.2.2. Special meetings of the Board of Directors shall be called by request in writing to the President or Executive Director by any five (5) members of the Board of Directors. Such requests shall state the business in respect of which it is desired to hold a meeting.

16.2.3. Two (2) weeks' written notice of any meeting of the Board of Directors shall be given to each member.

16.2.3.1. A meeting may be called with less than two (2) weeks' notice and through oral or other notice provided that a two-thirds ($\frac{2}{3}$) majority of the members of the Board of Directors consent to waive the requirement for two (2) weeks' written notice.

ARTICLE 17 FINANCE AND BUDGET

17.1. Borrowing

17.1.1. The Board of Directors may from time to time:

17.1.1.1. borrow money upon the credit of the NSSBA;

17.1.1.2. limit or increase the amount to be borrowed;

17.1.1.3. issue debentures or other securities of the NSSBA and pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

17.1.1.4. mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking the rights of the NSSBA to secure any such debentures or other securities or any money borrowed or any other liability of the NSSBA.

17.1.2. Nothing in this by-law contained shall limit or restrict the borrowing of money by the NSSBA on bills of exchange, or promissory notes made, drawn, accepted, or endorsed by or on behalf of the NSSBA.

17.1.3. The Board of Directors may from time to time authorize any member of the Board of Directors or employees of the NSSBA to make arrangements with reference to the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the NSSBA as the Directors of the NSSBA may authorize and generally to manage, transact, and settle the borrowing of money by the NSSBA.

17.1.4. The Board of Directors may from time to time authorize any member of the Board of Directors, or employee of the NSSBA to sign, execute and give on behalf of the NSSBA all documents, agreements, and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefore so signed shall be binding on the NSSBA.

17.2. Fiscal Year

17.2.1. The fiscal year of the NSSBA shall be April 1st to March 31st.

17.3. Auditor

- 17.3.1. The auditor, or auditors, for the NSSBA shall be appointed annually by the Board of Directors at its first meeting following the AGM.
- 17.3.2. All books and records of the NSSBA may be inspected by any member of the NSSBA during business hours with reasonable notice.

ARTICLE 18 ANNUAL DUES AND SPECIAL ASSESSMENTS

18.1. Annual Dues

- 18.1.1. A scale of dues and fees payable to the NSSBA by its member school boards for the current year shall be set by the Board of Directors.
- 18.1.2. The assessed dues and fees shall be remitted to the NSSBA no later than sixty (60) days following commencement of the NSSBA's fiscal year.
- 18.1.3. The balance of any assessed dues and fees unpaid shall bear interest thereafter at the rate of one and one-half per cent (1½%) per month.
- 18.1.4. If the unpaid dues and fees and interest of a member board remain unpaid for a period in excess of ninety (90) days from the due date, that member board shall thereupon cease to be a member in good standing of the NSSBA until all unpaid dues and fees and interest are fully paid.

18.2. Special Assessments

- 18.2.1. Special assessments, if any, payable to the NSSBA by its members, in accordance with Section 7 (e) of, An Act to Incorporate the Nova Scotia School Boards Association, may be set by the Board of Directors.

ARTICLE 19 DOCUMENTS

- 19.1. Contracts, documents, or any instruments in writing, requiring the signature of the NSSBA, shall have the seal of the NSSBA affixed and be signed by the President or a Vice President and by the Treasurer or staff person designated by the Board of Directors, and all contracts, documents, and instruments in writing signed under authority of the Board of Directors shall be binding upon the NSSBA without any further authorization or formality.
- 19.2. The seal of the NSSBA shall be kept in the custody of the Executive Director, and shall be affixed by the Executive Director to contracts, documents, and instruments in writing as aforesaid only with the authority of a resolution of the Board of Directors.
- 19.3. The term "contracts, documents, and instruments in writing" as used herein shall include deeds, leases, mortgages, hypotheses, charges, conveyance, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and other paper writings

- 19.4.** All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the NSSBA, and in such manner as the Board of Directors may from time to time designate and as may be required by the NSSBA's bankers.

ARTICLE 20 BY-LAW AMENDMENT OR REPEAL

- 20.1.** Any changes to the by-laws may be made by a three-quarters ($\frac{3}{4}$) majority vote of the voting delegates present at any AGM or Special General Meeting of the members, provided that notice of such change be sent to all members by electronic means not later than sixty (60) days prior to the opening of the meeting.
- 20.2.** The date of approval of each amendment to the by-laws shall be included in the by-law.

APPENDIX A: NSSBA CODE OF CONDUCT

When serving in an official capacity or holding office with the NSSBA, it is expected that all personal interactions and relationships will be characterized by mutual respect, which acknowledges the dignity and affirms the worth of each person.

The NSSBA commits itself and its Participants (Article 2.7.) to the highest ethical standards.

Specifically, Participants shall:

- 1.** Respect the provisions of the *Nova Scotia School Boards Association Act* and the approved by-laws, policies and procedures of the NSSBA, as well as the laws and regulations governing education in Nova Scotia, whenever discharging NSSBA responsibilities.
- 2.** Recognize the authority and responsibility of the Executive Director to administer the normal operations of the NSSBA office.
- 3.** Devote time, thought and study to the duties of their roles so that they may render effective and credible service.
- 4.** With the exception of special circumstances, attend all meetings of the Board of Directors and Committees of which they are members.
- 5.** Endeavour to work with fellow Participants in a spirit of harmony and cooperation, in spite of differences of opinion that may arise:
 - 5.1.** Treat each other with respect and consideration;
 - 5.2.** Avoid rancour and bitterness;
 - 5.3.** Observe proper decorum and behaviour.
- 6.** Encourage full and open discussions in all matters and not withhold or conceal any information or matter with which other Participants would be concerned, unless that information is confidential or embargoed.

7. Ensure the use of electronic devices is limited to fulfilling the purpose of the meeting, to the greatest extent possible.
8. Abide by the speakers list as determined by the meeting chair.
9. Base decisions upon all available facts in each situation.
10. Abide by and uphold the final majority decisions.
11. Endeavour to participate in professional development opportunities to enhance the ability to fulfil obligations.
12. Maintain confidentiality and not disclose confidential business outside of meetings unless specifically authorized by the Board of Directors.
 - 12.1. This includes not disclosing confidential NSSBA information even during in-camera sessions of member boards or entities.
13. Fulfil fiduciary duties of their position, as per Appendix B.
14. Avoid or disclose the general nature of any pecuniary or other conflict of interest as soon as it arises:
 - 14.1. Abstain from voting on any question relating to the matter; and
 - 14.2. Abide by the *Municipal Conflict of Interest Act*.
15. Abide by the *NSSBA Dignity in the Workplace* requirements, as outlined in Appendix C.
16. Consequences for the failure of individual Participants to adhere to the Code of Conduct shall be as specified in Appendix D.

APPENDIX B: FIDUCIARY DUTY

When serving in an official capacity, or holding office, Participants of the NSSBA have responsibilities similar to those of directors of any other corporation, including a common law “fiduciary duty” or “fiduciary responsibility.”

1. Fiduciary duty may be described as:

- 1.1. A duty to act honestly and in good faith in a manner that supports the best interests of the NSSBA on behalf of its member boards.

2. Fiduciary duty to NSSBA:

- 2.1. The fiduciary duty is owed to the corporate body (NSSBA).
- 2.2. This means to act in the best interest of the NSSBA as a whole, on behalf of all member school boards.

3. Multiple fiduciary duties:

- 3.1. Every Participant also owes a fiduciary duty to his or her own board.
- 3.2. Multiple fiduciary duties may be held. These fiduciary duties operate in different spheres and at different times.
 - 3.2.1. When voting on a matter within the jurisdiction of the NSSBA, an individual shall aim to make a decision in the best interest of the NSSBA, on behalf of all member school boards.
 - 3.2.2. When voting on a matter within the jurisdiction of a School Board, an individual must make a decision in the best interests of that body.

4. Elements of fiduciary duty

- 4.1. To act honestly and in good faith, and to serve the NSSBA selflessly, honestly and loyally.
- 4.2. To protect the interests of the NSSBA – to respect the trust and confidence that has been placed in the Participant to manage the assets of the NSSBA and in pursuit of the realization of the objects of the NSSBA.
- 4.3. To put the NSSBA’s interest before the Participant’s personal interest and to avoid abusing one’s position to gain personal benefit.
- 4.4. To maintain the confidentiality of all matters discussed in-camera or all matters which are disclosed in confidence.
- 4.5. To obey the NSSBA’s governing documents and all corporate decisions:
 - 4.5.1. Participants must comply with all applicable legislation and by-laws of the NSSBA;
 - 4.5.2. Participants must implement all corporate decisions; and
 - 4.5.3. A public expression of disagreement by a dissenting Participant may result in an accusation of breach of fiduciary duty.

APPENDIX C: DIGNITY IN THE WORKPLACE

Principles:

- 1.1. The NSSBA believes in providing meeting and work places that promote dignity for all Participants, members and employees. It is expected that behaviours that occur during meetings, professional development sessions or any other activities under NSSBA jurisdiction promote this belief.
- 1.2. The NSSBA is committed to maintaining and promoting an environment that is safe, secure, and free from bullying, discrimination and harassment of any kind. Within this context, these prohibited behaviours will not be tolerated.

2. Definitions:

- 2.1. Bullying is persistent, unwelcome behaviour related to performance and workplace situations that undermines a person’s ability, or leaves the person feeling hurt, frightened, angry, or powerless, and prevents the targeted person from accomplishing his/her work. Features of bullying include, but are not limited to sadistic or aggressive behaviour over time; unreasonable exclusion from meetings; humiliation or ridiculing; criticism in public that is designed to humiliate; persistent, unwarranted criticism in private; treating colleagues as children, not as adults; withholding information to deliberately affect a colleague’s performance.
- 2.2. Harassment is any improper conduct by an individual that is directed at and offensive to another person or persons, and that the individual knew, or ought reasonably to have known would cause offense or harm. It comprises any objectionable embarrassment, and any act of intimidation or threat. Features of harassment include, but are not limited to unwanted physical contact; verbal abuse, such as unwanted anonymous messages, offensive language or innuendo, telling offensive jokes, name calling, or spreading malicious rumours; written abuse, such as letters, texts, e-mails, or notes, or displaying offensive pictures or posters; explicit behaviour, such as mimicking the effect of a disability; threats; covert or disguised behaviour, such as social isolation and non-cooperation,

implicit threats, and pressure for sexual favours; incidents associated with work, such as stalking. The incident(s) may be persistent, or may be a single, serious incident.

2.3. Sexual Harassment [*Human Rights Act*]

- 2.3.1. Vexatious sexual conduct or a course of conduct that is known or ought reasonably to be known as unwelcome,
- 2.3.2. A sexual solicitation or advance made to an individual by another individual where the other individual is in a position to confer a benefit on, or deny a benefit to, the individual to whom the solicitation or advance is made, where the individual who makes the solicitation or advance knows or ought reasonably to know that it is unwelcome, or
- 2.3.3. A reprisal or threat of reprisal against an individual for rejecting a sexual solicitation or advance

2.4. Discrimination [*Human Rights Act*]

- 2.4.1. A person discriminates where the person makes a distinction, whether intentional or not, based on a characteristic, or perceived characteristic, (referred to below in that has the effect of imposing burdens obligations or disadvantages on an individual or a class of individuals not imposed upon others or which withholds or limits access to opportunities, benefits and advantages available to other individuals or classes of individuals in society.

2.4.2. Areas of protection:

- Age
- Race
- Colour
- Religion
- Creed
- Sex (gender and pregnancy)
- Sexual orientation
- Physical disability or mental disability
- An irrational fear of contracting an illness or disease
- Ethnic, national or aboriginal origin
- Family status
- Marital status
- Source of income
- Political belief, affiliation or activity
- That individual's association with another individual or class of individuals having characteristics referred to above

APPENDIX D: CONSEQUENCES OF BREACH OF CODE OF CONDUCT

1. Participants shall conduct themselves in an ethical and prudent manner in compliance with the Code of Conduct, including Fiduciary Duties and Dignity in the Workplace. The failure to conduct themselves in compliance with this Code of Conduct may result in the Board of Directors instituting sanctions.
2. A Participant who believes that a fellow Participant has violated the Code of Conduct is encouraged to take direct action by communicating, in person or in writing, with the Participant promptly, to inform the person clearly and directly that the behaviour is unwelcome and must stop.
 - 2.1. Participants using this process should keep a record of all the incidents and the way in which they were handled.
3. **Informal Complaint Procedure**
 - 3.1. If the complainant is unable to take direct action or the prohibited behaviour continues, the complainant may make an informal complaint to the President (or to the Vice President if the complaint is against the President.)
 - 3.2. The President shall act to resolve the situation by talking to the respondent, intervening on the complainant's behalf, arranging for the parties to come together to resolve the complaint, by advising the complainant of other options, or other actions that the President deems to be appropriate.
4. **Formal Complaint Procedure**
 - 4.1. A Participant who wishes to commence an official complaint, under the Code of Conduct, shall file a letter of complaint with the President within ninety (90) days of either the alleged event occurring, or when the Participant could reasonably have become aware of the alleged event. The letter shall indicate the nature of the complaint and the section or sections of the Code of Conduct that are alleged to have been violated.
 - 4.2. Within fourteen (14) days of receiving the letter of complaint, the President shall forward a copy of the letter of complaint to the person alleged to have violated the Code of Conduct, and to all NSSBA Directors and Officers.
 - 4.2.1. The filing, notification, content, and nature of the complaint shall be deemed to be strictly confidential, the public disclosure of which shall be deemed to be a violation of the Code of Conduct.
 - 4.2.2. The President shall schedule a hearing to discuss the complaint by adding it as an item to a meeting of the Board of Directors as soon as is reasonable.
5. **The complaint shall be dealt with by the Board of Directors as follows:**

- 5.1. Two-thirds (2/3) of the Board of Directors must be in attendance at a face-to-face meeting.
- 5.2. Only members of the Board of Directors are eligible to vote, including alternates.
- 5.3. The person accused of violating the code of conduct and the person making the complaint must be present.
- 5.4. If voting members, the complainant(s) and respondent are eligible to vote.
- 5.5. The complaint shall be discussed in-camera.
- 5.6. Agreement on action requires a simple of majority.
- 5.7. A simple majority of Directors shall immediately approve this decision in regular session.
- 5.8. Public disclosure of the complaint and any resulting decision taken by the Board of Directors may be disclosed by the President only at the direction of the Board of Directors, following the disposition of the complaint by the Board of Directors.

6. A violation of the Code of Conduct dealt with through the formal complaint process outlined shall result in:

- 6.1. The President writing a letter of censure marked “Personal and Confidential” to the Participant in question, copied to the chair of the Participant’s board.
- 6.2. For a second occurrence, at a meeting of the Board of Directors, a motion to remove the Participant in question from the Board of Directors or committee may be presented.
 - 6.2.1. The chair of the Participant’s board shall be notified.
- 6.3. Depending on the significance of the violation, the Board of Directors may omit steps in the process defined above or take alternate action if deemed more appropriate.

APPENDIX E: NORMS FOR NSSBA MEETINGS

When participating in an NSSBA meeting or event, it is expected that all personal interactions and relationships will be characterized by mutual respect, which acknowledges the dignity and affirms the worth of each person. All participants and attendees are expected to:

1. Respect the provisions of the *Nova Scotia School Boards Association Act* and the approved by-laws, policies and procedures of the NSSBA, as well as the laws and regulations governing education in Nova Scotia, whenever discharging NSSBA responsibilities.
2. Endeavour to work with others in a spirit of harmony and cooperation, in spite of differences of opinion that may arise:
 - 2.1. Treat each other with respect and consideration;
 - 2.2. Avoid rancour and bitterness;
 - 2.3. Observe proper decorum and behaviour.
3. Prepare for meetings and events in advance, as needed.
4. Encourage full and open discussions in all matters and not withhold or conceal any information or matter with which others would be concerned, unless that information is confidential or embargoed.
5. Ensure the use of electronic devices is limited to fulfilling the purpose of the meeting or event, to the greatest extent possible.

6. Abide by the speakers list as determined by the meeting chair or facilitator.
7. When voting, base decisions upon all available facts in each situation and abide by and uphold the final majority decisions.
8. Avoid or disclose the general nature of any pecuniary or other conflict of interest as soon as it arises.
9. Respect that the conduct of business at all meetings shall be as per the 1984 version of Kerr and King.

Appendix F: NSSBA Act (Hyper-link)

Appendix G: Committee Terms of Reference (Hyper-links)

Appendix H: Memorandum of Understanding with the Department of Education and Early Childhood Development (Hyper-link)

Mission Statement

The Nova Scotia School Boards Association is dedicated to excellence in public education to students by providing services to member school boards.

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