



**Commission scolaire English-Montréal**  

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**English Montreal School Board**

**BY-LAW NO. 11 (2020)**

**INTERNAL GOVERNANCE**

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**Commission scolaire English-Montréal**  
**English Montreal School Board**

## **BY-LAW NO. 11 (2020)**

### **INTERNAL GOVERNANCE**

*NOTE: The masculine gender, when used in this document, refers to both women and men. No discrimination is intended, it is used solely to simplify the text.*

#### **1. PREAMBLE**

The purpose of this By-Law is to clarify the internal governance of the English Montreal School Board (hereinafter the “EMSBB”).

This By-Law sets out the roles and defines the mandates of the different actors and bodies composing the Council of Commissioners of the EMSBB as well as the **Senior Executive Staff Members** and **Senior Staff Members** of the EMSBB in order to promote their accountability.

This By-Law also establishes the rules governing the relationship between Governance and the **Administration of the EMSBB** and clearly delineates the distinction between them.

Finally, this By-Law incorporates the principle of **Subsidiarity**, whereby powers and responsibilities shall be delegated to the appropriate level of authority so that decision making powers are adequately distributed and brought closest to those directly concerned by that action.

#### **Mission of the English Montreal School Board and Principle of Subsidiarity**

The mission of the EMSBB is to establish educational institutions in its territory, to support those institutions and to accompany them by procuring access to the goods and services.

The EMSBB offers the optimal conditions enabling its educational institutions to provide students with quality educational services and see to their educational success, so that the population may attain a higher level of knowledge, social development and qualification.

To that end, while showing due regard for the principle of **Subsidiarity**, the EMSBB organizes the educational services offered in its institutions and ensures their quality as well as the effective, efficient, fair and environmentally responsible management of its human, physical and financial resources.

## 2. LEGAL FRAMEWORK

The legislative basis for this By-Law emanates from various provincial laws and their corresponding regulations, as well as EMSB's By-Laws and Policies, including, but not limited to:

### **Provincial Legislation:**

- *Education Act* (R.S.Q., c. I-13.3)
- *Act respecting school elections* (R.S.Q., c. E-2.3)
- *Regulation respecting student transportation* (R.S.Q., c. I-13.3, r. 12)
- *Règlement déterminant certaines conditions de travail des cadres des commissions scolaires et du Comité de gestion de la taxe scolaire de l'Île de Montréal*
- *Règlement déterminant certaines conditions de travail des hors cadres des commissions scolaires et du Comité de gestion de la taxe scolaire de l'Île de Montréal*

### **EMSB By-Laws:**

- By-Law No. 3 - *Code of Ethics and Professional Conduct for the Members of the Council of Commissioners*
- By-Law No. 8 - *Complaint Examination Procedure*
- By-Law No. 10 - *Delegation of Powers*
- By-Law No. 12 - *Internal Rules of Management of the Council of Commissioners and the Executive Committee*

### **EMSB Policies:**

- SG-4: *Access to Documents and Protection of Personal Information*
- HR-11: *Code of Ethics*
- HR-17: *Policy on Fair Practices in Hiring and Promotion*

## 3. GOVERNMENTAL FRAMEWORK

In addition to the Legal Framework referred to in Section 2, the EMSB shall comply with the obligations imposed by the Basic School Regulations, Strategic Plans of the **Ministère de l'Éducation du Québec (MEQ)**, the **MEQ** Policy on Educational Success, as well as any other Ministerial requirements and directives.

## 4. DEFINITIONS

In this By-Law, the use of the bold interface identifies the terms defined in this section as follows:

- 4.1 Administration of the EMSB:** Globally refers, for the purposes of this By-Law, to the **Senior Executive Staff Members**, the **Senior Staff Members** as well as any other

administrators under their authority, including namely Vice-Principals, Assistant Directors, Coordinators and Managers.

**4.2 Channel of Communication:** The Council of Commissioners is represented by the Chair in its dealings with the **Administration of the EMSB**, Administrators in schools and centres, and any other employee or representatives of the EMSB. The Director General represents the **Administration of the EMSB**, Administrators in schools and centres, and any other employee of the EMSB. As such, the formal **Channel of Communication** between the Council of Commissioners and the **Administration of the EMSB**, Administrators in schools and centres, shall be between the Chair and the Director General.

**4.3 Commissioners:** Globally refers to all the members of the Council of Commissioners, including those elected in accordance with the *Act respecting school elections* as well as those elected by the English Montreal School Board Parents' Committee (EMSBC) (Parent **Commissioners**). For the purpose of this By-Law, the term **Commissioners** refers to both categories, unless clearly specified.

Regardless of the stakeholders they are representing, all **Commissioners** are jointly and severally liable to the entire EMSB community for the decisions taken by the Council of Commissioners (*See also Co-opted Commissioners*).

**4.4 Confidential Information:** Refers to the information and documentation remitted to **Commissioners** in the exercise of their functions which allows them to perform their duties in an informed manner and with full knowledge of the facts, in particular with regard to their participation in deliberations and voting. This information cannot be distributed or made public or used by a **Commissioner** for his personal purposes.

**4.5 Conflict of Interest** (or appearance thereof): Refers to a situation in which a **Commissioner** may have to choose between his private and/or personal interests and the interests of the EMSB. The term interest implies a direct or indirect interest, financial or not, real, apparent or potential. This interest is distinct from public interest in general and can be perceived as such by a reasonably informed person. A more detailed definition of "**Conflict of Interest**" is given in the *Code of Ethics and Professional Conduct for the Members of the Council of Commissioners* (By-Law No. 3).

**4.6 Co-opted Commissioners:** Individuals appointed by the Council of Commissioners after consultation with the groups most representative of the social, cultural, business and labour sectors in the region of the EMSB in which competence and qualifications are complementary to those of the Council Commissioners or useful for the **Administration of the EMSB**.

**Co-opted Commissioners** shall have the same rights, powers and obligations as those prescribed for the other **Commissioners**. However, the **Co-opted Commissioners** are not entitled to vote at meetings of the Council of Commissioners or of the Executive Committee, or to be appointed Vice-Chair of the EMSB.

- 4.7 Independence of Mind:** The state of mind that permits a **Commissioner** to perform an honest service without being affected by influences that compromise judgment, thereby allowing a **Commissioner** to act with integrity, exercise objectivity, to think, speak and act independently with confidence and courage.
- 4.8 MEQ:** Refers to the Minister and/or the Ministry of Education (*Ministère de l'Éducation du Québec*).
- 4.9 Observer:** Refers to an individual who is permitted to attend and participate in meetings of the Council of Commissioners, its committees or any EMSB committees and to receive all information provided to **Commissioners** or said committees. The **Observer** is not permitted to vote and cannot participate in the discussion, unless specifically authorized by the Chair of the meeting.
- 4.10 Senior Executive Staff Member:** Refers to the Director General and the Assistant Directors General.
- 4.11 Senior Staff Member:** Means an administrator, a senior staff member in a school or in a centre. For the purposes of this By-Law, it refers to the School and Centre Principals (**Senior Staff Members - In-School Administrators**), the Directors of Services and/or Departments of the EMSB and includes namely the Sector Directors and the Secretary General (**Senior Staff Members - Administrators**).
- 4.12 Servant Leadership:** Means a leadership philosophy in which interactions with others are carried out with the aim of achieving authority rather than power. The system embodies a decentralized organizational structure.
- The authority figure intends to promote the well-being of those around. **Servant leadership** is demonstrated through empathy, listening, stewardship, and commitment to personal growth toward others.
- 4.13 Stewardship:** Is built on internal relationships, with employees of the EMSB, **Commissioners** and stakeholders. Well stewarded organizations have solid foundations, building on these to develop capabilities that make them resilient to crises. Organizations which declare a clear and distinct objective and align their values, structures and processes accordingly provide their employees with clarity of purpose.
- 4.14 Subsidiarity:** An organizing principle stating that matters ought to be handled by the smallest, lowest or least centralized competent authority. Political decisions should be taken at a local level if possible, rather than by a central authority.



## 5. GENERAL PROVISIONS

### 5.1 Establishment

The English Montreal School Board was established on July 1, 1998, by the Order in Council 1014-97 relative to the division of the province of Québec's territory into School Board territories.

### 5.2 Name and Logo

The official acronym of the English Montreal School Board is EMSB and the standardized logo is:



**Commission scolaire English-Montréal**  
**English Montreal School Board**

### 5.3 Head Office

The head office of the EMSB is located at 6000, Fielding Avenue in Montréal, Province of Québec, H3T 1X4.

### 5.4 Corporate Communication Standards

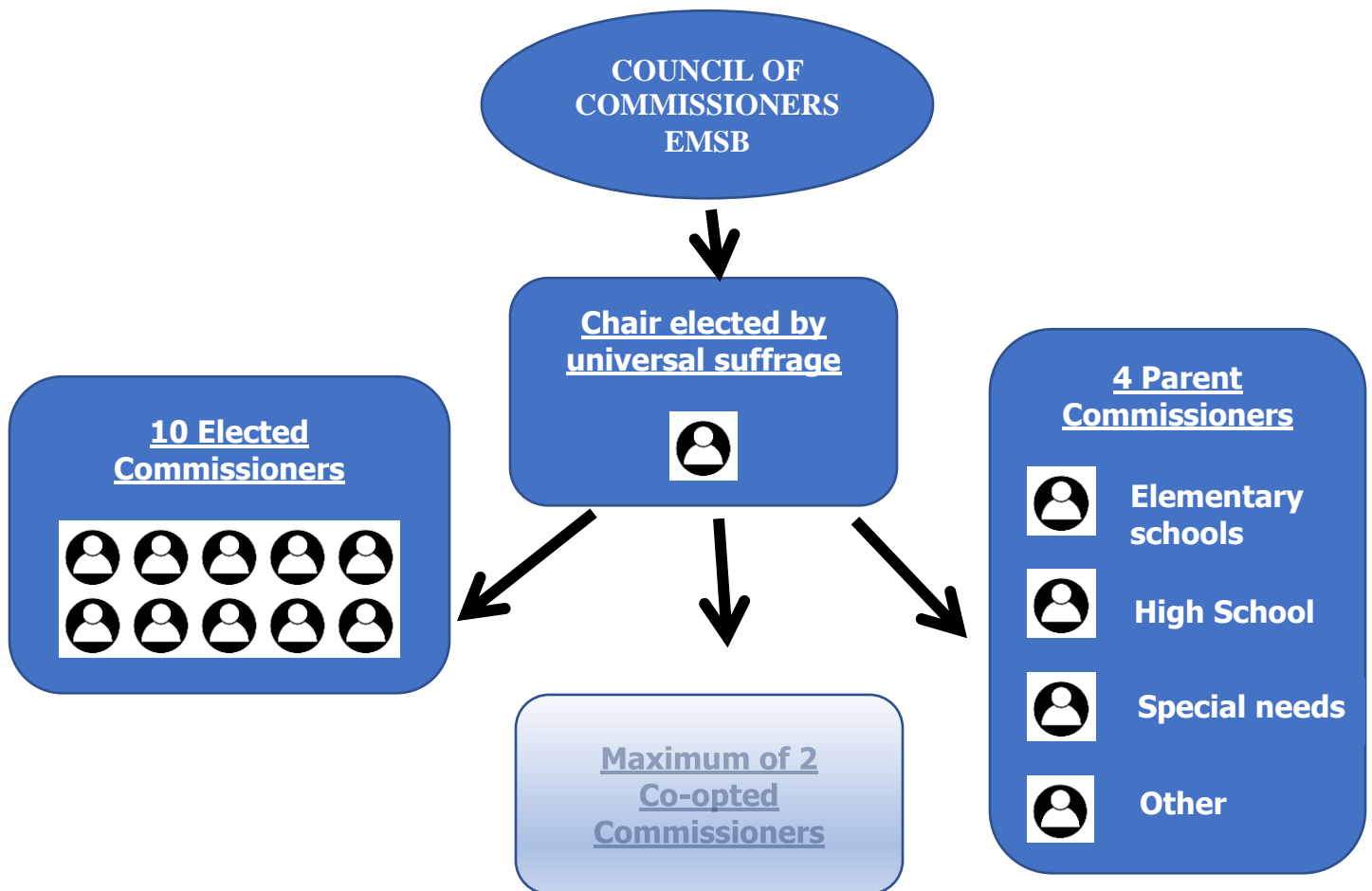
The graphic standards of use for the standardized logo, as well as those applicable to the writing of official documents, are provided by the Secretary General.

## 6. COMPOSITION OF THE COUNCIL OF COMMISSIONERS

The Council of Commissioners of the EMSB is composed of:

- A Chair, elected through universal suffrage;
- 10 publicly elected **Commissioners**;
- 4 Parent **Commissioners**, at least one of whom is chosen from among the representatives of elementary schools, another from among the representatives of secondary schools and another from among the parents of handicapped students or students with social maladjustments or learning disabilities, elected under the *Education Act*.

The Council of Commissioners may also appoint a maximum of 2 **Co-opted Commissioners**.



## 7. MANDATE AND GENERAL RESPONSIBILITIES OF THE COUNCIL OF COMMISSIONERS

The Council of Commissioners oversees the affairs of the EMSB in complementarity with the **Administration of the EMSB**, who, under the supervision of the Director General, manages its financial, human and material resources.

As such, the Council of Commissioners shall exercise its functions and powers, with due regards for everyone's role and responsibilities, while improving the educational services and ensuring that the services offered respond to the needs of its community.

### 7.1 General Responsibilities of the Council of Commissioners

*This section states the obligations and responsibilities of the Council of Commissioners as a collective. The individual responsibilities of the **Commissioners** are addressed in section 7.2 of the present By-Law.*

The general responsibilities of the Council of Commissioners include notably but are not limited to the following:

- Develop the EMSB's vision for governance and adopt the corresponding rules, enshrined in the present By-Law;
- Adopt a strategic planning process, approve a three-year plan broken down into annual actions and ensure their proper monitoring;
- Delegate powers and responsibilities to the appropriate level of authority in respect with the principle of **Subsidiarity**;
- Ensure that a culture of integrity is fostered within the EMSB, where accountability is promoted;
- Oversee the risk management policy of the EMSB;
- Ensure that systems of internal controls and information management are put in place and supervise their application;
- Adopt the overall operational budget of the EMSB in order to ensure sound management of public funds, while securing that each of its educational establishments benefit from optimal conditions for the achievement of their educational mission;
- Oversee, with the Human Resources Committee, the appointment process of the Director General;
- Identify, in collaboration with the Human Resources Committee, the objectives of the Director General in order to achieve organizational objectives;
- Ensure, in collaboration with the Human Resources Committee, that a formal and structured process for the annual review of the Director General's work performance is in place;
- Ensure, in collaboration with the Governance and Ethics Committee, that a formal and structured process is established for the annual review of the Council of Commissioners, its committees as well as each of its members;
- Ensure, in collaboration with the Governance and Ethics Committee, that the **Commissioners** are duly informed on their roles and responsibilities, through mandatory workshops.

## 7.2 Individual Responsibilities of the Commissioners

The Council of Commissioners shall be composed of competent individuals who are legitimate and recognized by their community.

The general responsibilities of the **Commissioners** include notably but are not limited to the following:

- Abide by the duties and obligations prescribed by the *Education Act* and any other legislation including the EMSB By-Laws and Policies;

As such, every year in August, the **Commissioners** receive a copy of relevant extracts of applicable legislation, including the *Education Act*, a copy of the EMSB By-Laws (in particular, the *Code of Ethics and Professional Conduct (No. 3)*, the *Delegation of Powers (No. 10)*, the *Internal Governance (No. 11)*, the *Internal Rules of Management*

*of the Council of Commissioners and the Executive Committee (No. 12)) and Policies and shall attest in writing that they have received, read and understood them;*

- Act with prudence, diligence, honesty, loyalty and assiduity as would a reasonable and responsible person in similar circumstances;
- Fulfill their office with **Independence of Mind**, integrity and good faith in the best interests of the EMSB and the population served by it. While a **Commissioner** has the responsibility to give voice to the wishes of his constituents, he shall also remain faithful to his own political and moral principles and not let anyone dictate his vote on matters brought to the attention of the Council of Commissioners;
- Protect the confidentiality of any **Confidential Information** they receive in their capacity as **Commissioners**. Upon their entry into office, **Commissioners** shall submit a signed Solemn Affirmation to Respect Confidentiality on the prescribed form submitted by the Secretary General, the whole as more specifically mentioned in the *Code of Ethics and Professional Conduct for the Members of the Council of Commissioners* (By-Law No. 3);
- Avoid any **Conflict of Interest** or appearance thereof and disclose in writing to the Chair of the Council of Commissioners, who will in turn inform the Director General, of any situation that could be perceived as a **Conflict of Interest** or an appearance thereof by using the form prescribed and referred to in the *Code of Ethics and professional conduct of the Commissioners* (By-Law No.3);
- Act democratically, in a spirit of cooperation, and shall not present themselves as having sole authority over the actions of the EMSB;
- Utilize the formal **Channel of Communication** and refrain from contacting the **Senior Executive Staff Members**, the **Senior Staff Members** or any other employees of the EMSB. As such, the **Commissioners** should address their questions, concerns and/or comments directly to the Chair of the Council of Commissioners, who will, in turn, bring it to the attention of the Director General;
- Act, both privately and in public, in a manner that reflects and respects the decisions of the Council of Commissioners;
- Is liable, jointly and solidarily, for the decisions taken by the Council of Commissioners;
- Shall maintain a good attendance record in carrying out the duties of office. They may not be absent from sittings of the Council of Commissioners, including its committees, without a valid reason given to the Chair of the Council of Commissioners.

### 7.2.1 Code of Ethics and Professional Conduct for the Members of the Council of Commissioners (By-Law No. 3)

The Council of Commissioners shall adopt, by By-Law, a Code of Ethics and Professional Conduct for its members (hereinafter the *Code of Ethics*). The *Code of Ethics* shall set out the duties and obligations of the **Commissioners** and may prescribe standards that vary according to the various classes of **Commissioners** or that apply only to certain classes of **Commissioners**.

The *Code of Ethics* (By-Law No. 3) shall be read in conjunction with the present By-Law and shall, among other things:

- include preventive measures, in particular rules for the disclosure of interests;
- deal with the identification of situations of **Conflict of Interest**;
- regulate or prohibit practices relating to remuneration;
- specify the duties and obligations of **Commissioners** even after they leave office;
- include enforcement mechanisms, including the designation of the Ethics Commissioner;
- include any requirements imposed by the *Education Act* or its regulations.

### 7.2.2 Professional Development for Commissioners

The professional development is of paramount importance to ensure that all **Commissioners** have a good understanding of their roles and responsibilities as Chairs, Vice-Chairs or **Commissioners** and as Chairs, Vice-Chairs or members of Council of Commissioners' committees.

Every year in August, the **Commissioners** shall undergo a self-assessment to identify their professional development needs in relation to their roles and responsibilities as **Commissioners**. This self-assessment form provided by the office of the Secretary General should be returned to the Secretary General before September 1<sup>st</sup>, to the attention of the Governance and Ethics Committee.

The Governance and Ethics Committee will review the proposed professional development of each **Commissioner** and will approve its modalities. A **Commissioner** undertakes to inform the Secretary General if he receives compensation from any third party for the costs of the professional development submitted or to be submitted to the EMSB.

The professional development is based on the needs of each **Commissioner** and can differ from one to another, based on their individual experience and needs, their respective roles on the Council of Commissioners, their participation on various committees.

Each **Commissioner** shall accumulate at least 8 hours of relevant professional development per school year. As examples, professional development regarding fundamentals of governance, liability of administrators of public bodies, leadership and public administration are deemed relevant to the duties of **Commissioners**.

The costs of the professional development are reimbursed by the EMSB. All invoices shall be submitted to the Secretary General with the accompanying documentation.

Every year in May, **Commissioners** shall confirm to the Secretary General the professional development attended during the year. Documentation shall be attached to the Attestation Form provided by the office of the Secretary General.

The Governance and Ethics Committee is responsible for the organization of the professional development for **Commissioners**. To that end, the Governance and Ethics Committee can be assisted by the **Administration of the EMSB** or external consultants.

#### **7.2.2.1 Default of the Commissioner**

Every year during the month of May, the Secretary General sends to each **Commissioner** a detailed statement of the number of hours of professional development attended during the reference period.

At the latest on June 30<sup>th</sup>, if a **Commissioner** fails to accumulate the required number of hours, the Secretary General, on behalf of the Chair of the Governance and Ethics Committee, sends him a notice setting out the obligations not fulfilled, the penalties to which he is liable and the time allowed to remedy the default.

The **Commissioner** who has not remedied his default following the notice sent by the Secretary General shall provide written justification to the Governance and Ethics Committee.

The Governance and Ethics Committee recommends to the Council of Commissioners the appropriate sanction to impose on the **Commissioner**. The sanction could notably include restrictions to preside, to vote or to sit on Council of Commissioners' committees until the **Commissioner** fulfills his obligations.

The Council of Commissioners may decide to not award the sanction recommended by the Governance and Ethics Committee, upon demonstration by the **Commissioner** of his impossibility to fulfill his obligations. In this event, the Council of Commissioners shall publicly state its reasons for not following the recommendations of the Governance and Ethics Committee.

Following the award of the sanction, if the **Commissioner** does not fulfill his obligation, an ethics complaint may be filed by the Chair of the Governance and Ethics committee.

#### **7.2.3 Annual Evaluation Processes**

In order to achieve strong and effective governance, the Council of Commissioners and its members shall evaluate their work in order to be accountable and transparent to their stakeholders.

The Council of Commissioners' evaluation is a key part of its governance structure and is different from an evaluation of programs and services. The Council of Commissioners needs to take ownership and control over its evaluation as well as the evaluation of its members and its committees.

The evaluation process looks at what the EMSB has achieved and how it has achieved it. The Council of Commissioners is responsible for evaluating the areas that pertain to governance while the Director General is responsible for evaluating programs and services.

The Governance and Ethics Committee is responsible for the implementation and review of the annual evaluation process of the Council of Commissioners, its members and its Committees.

As such, during the month of May, the Secretary General will send to each **Commissioner** a Checklist for Evaluation to complete and send back before June 1<sup>st</sup>. The Secretary General will remit the Checklists for Evaluation to the Governance and Ethics Committee.

Each **Commissioner** has the responsibility to evaluate:

- the overall performance of the Council of Commissioners as a whole;
- the overall performance of any Council's Committees he sits on;
- his individual performance as a **Commissioner**;
- his individual performance as a **Commissioner** of any Council's Committees;
- his individual performance as Chair or Vice-Chair of the Council of Commissioners and any other Council's Committees.

In his annual report to the Council of Commissioners, the Chair of the Governance and Ethics Committee will indicate if the evaluation process was completed by all **Commissioners** and will present his recommendations regarding the evaluation process.

### 7.2.3.1 Default of the Commissioner

At the latest on June 30<sup>th</sup>, if a **Commissioner** fails to complete the required Checklist for Evaluation, the Secretary General, on behalf of the Chair of the Governance and Ethics Committee, sends him a notice setting out the obligations not fulfilled, the penalties to which he is liable and the time allowed to remedy the default.

The **Commissioner** who has not remedied his default following the notice sent by the Secretary General shall provide written justification to the Governance and Ethics Committee.

The Governance and Ethics Committee recommends to the Council of Commissioners the appropriate sanction to impose on the **Commissioner**. The sanction could notably include restrictions to preside, to vote or to sit on Council of Commissioners' Committees until the **Commissioner** fulfills his obligations.

The Council of Commissioners may decide to not award the sanction recommended by the Governance and Ethics Committee, upon demonstration by the **Commissioner** of his impossibility to fulfill his obligations. In this event, the Council of Commissioners shall publicly state its reasons for not following the recommendations of the Governance and Ethics Committee.

Following the award of the sanction, if the **Commissioner** does not fulfill his obligation, an ethics complaint may be filed by the Chair of the Governance and Ethics Committee.

### 7.3 Roles and Responsibilities of the Chair of the Council of Commissioners

In virtue of the *Education Act*, the Chair shall oversee the proper operation of the EMSB and shall in particular, with due regard for everyone's roles and responsibilities, ensure that all applicable legislative and regulatory provisions and all decisions of the Council of Commissioners of the EMSB are carried out faithfully and impartially.

The Chair shall convey all relevant information to the Council of Commissioners and shall submit to the Council of Commissioners any matter brought to his attention with regard to the matters under the govern of the Council of Commissioners.

The main role of the Chair is to preside over the sittings of the Council of Commissioners and maintain order during those sittings. To do this, the Chair is presiding over meetings in a way that facilitates the participation of the **Commissioners** and members of the public and motivates their commitment to the EMSB's mission.

More specifically, the Chair should ensure that all **Commissioners** know and understand what is being debated or voted on, see that motions and amendments are clearly worded, repeat wording of motions frequently and make the effects of amendments very clear.

The Chair shall also master how to conduct voting, know the steps in a meeting, and learn to handle points of order.

The Chair is the official spokesman for the Council of Commissioners, and the EMSB. As official spokesman, the Chair shall publicly state the position of the Council of Commissioners on any subject affecting it, in particular where the Chair is involved, on behalf of the Council of Commissioners, with the various organizations devoted to local and regional development.

As mentioned in section 4.2 of the *Code of Ethics* (By-Law No. 3), the Chair also:

- coordinates the work of the Council in collaboration with the Secretary General;
- supervises the affairs of the Council in general;
- ensures compliance with the standards of Ethics and Professional Conduct of the members of the Council;
- ensures, with the Director General, that the decisions of the Council are applied;
- uses the formal **Channel of Communication** and ensures that **Commissioners** are respecting them as well.

In the exercise of his functions, the Chair shall respect the scope of his mandate and inform the other **Commissioners** of the limits of said role, namely that the Chair:

- cannot act without the approval of the Council;
- shall not interfere in the day-to-day management of activities, including not being involved in the hiring of any employees of the EMSB, including members of the **Administration of the EMSB**;



- cannot award any contract without the approval of the Council;
- shall not undermine the roles of Director General or the **Administration of the EMSB**;
- shall not take any action to undermine the independence of the Director General or Electoral Staff during the electoral period.

#### **7.4 Roles and Responsibilities of the Vice-Chair of the Council of Commissioners**

The Vice-Chair of the Council of Commissioners shall assist the Chair in performing the latter's duties and responsibilities.

During the period when the Chair is absent and the normal functions of the Chair cannot be carried out, the Vice-Chair will take the role as the acting Chair until the Chair resumes carrying out his normal duties or a new Chair has been elected and appointed by the Council of Commissioners.

### **8. INTERNAL RULES OF MANAGEMENT OF THE COUNCIL OF COMMISSIONERS**

The Council of Commissioners shall, by By-Law, set its internal rules of management. The internal rules of management of the Council of Commissioners of the EMSB are included in the By-Law No. 12 and shall be read in conjunction with the principles and guidelines of the present By-Law.

The purpose of By-Law No. 12 is to establish the rules for the internal management of meetings of the Council of Commissioners and of the Executive Committee in order to ensure that they are held in a democratic, methodical and efficient manner and in accordance with the provisions of the *Education Act*.

More particularly, By-Law No. 12 addresses the following items:

- convening meetings;
- agenda and items discussed;
- attendance and quorum requirements;
- organization of the meetings;
- terms and conditions of deliberations;
- voting procedures;
- terms and conditions for the questions of the public;
- rules concerning the minutes of meetings.

### **9. ELECTORAL PROCESS FOR COMMISSIONERS**

The **Commissioners** of the EMSB, including its Chair, are publicly elected by the electors of the EMSB.

In addition to the publicly elected **Commissioners**, the Council of Commissioners includes Parent **Commissioners** elected by the EMSBPC.

### 9.1 Publicly Elected Commissioners

In accordance with the *Act respecting school elections*, an election shall be held every four years to elect a Chair and all the other publicly elected **Commissioners**.

Every person who is entitled to have his name entered on the list of electors of the EMSB and who, on polling day, has been domiciled in the territory of the EMSB for six months or more may be elected as an EMSB **Commissioner**.

Publicly elected **Commissioners** shall take office on the date of the declaration of election.

Every **Commissioner** shall remain in office until the date of the declaration of election of the candidate elected at a new election, unless his seat becomes vacant for one of the reasons set out in *Act respecting school elections* or in the By-Law No. 12 (*Internal Rules of Management of the Council of Commissioners and the Executive Committee*).

The term of office of the Chair is four years, or otherwise determined by the Government.

### 9.2 Parent Commissioners

The EMSBPC elects four Parent **Commissioners** (one for the elementary level, one for the secondary level, one at large and one from the Advisory Committee on Special Education Services) to represent them at the Council of Commissioners.

Every two years, before the first Sunday in November, the Chair of the EMSBPC or, in the Chair's absence, the Secretary General of the EMSB shall convene the members of the EMSBPC to elect from among their members a **Commissioner** for each of the four positions within the Council of Commissioners.

However, the Parent **Commissioner** representing the parents of handicapped students or students with social maladjustments or learning disabilities is elected from among the parents who are members of the advisory committee on services for handicapped students and students with social maladjustments or learning disabilities.

The Parent **Commissioners** shall be elected by a majority vote of the members present.

The Parent **Commissioners** shall take office on the first Sunday in November following their election. Their term of office shall be two years.

Within 35 days from taking office, every Parent **Commissioner** shall swear before the Secretary General to fulfill his duties faithfully and to the best of his judgment and ability. An entry of the oath shall be made in the Minutes of Proceedings of the EMSB.

### 9.3 Election of Vice-Chair of the Council of Commissioners

The Vice-Chair is elected from among the members of the Council of Commissioners.

At least 10 days before the meeting of the Council of Commissioners when the election of the Vice-Chair is scheduled, the **Commissioners** shall confirm in writing to the office of the Secretary General their intentions to present themselves as Vice-Chair.

In order to formally submit their candidacy, the candidates shall fill in the submission form prescribed, which shall include notably the following information:

- reasons why the candidate wishes to apply for the office of Vice-Chair;
- reasons why the candidate believes he is the appropriate person to fill the role of Vice-Chair;
- his vision of the roles and responsibilities of the office of Vice-Chair;
- a detailed inventory of the candidate's political and professional experience and related activities.

The Secretary General receives and acknowledges receipt of the submission form without delay. Any form received by the office of the Secretary General after the expiration of the prescribed delay is considered null and void.

At the said meeting of the Council, the Secretary General shall inform the **Commissioners** of the candidacies received and shall distribute a uniform evaluation grid of all of the candidacies accompanied by the forms and documents provided by each candidate.

When electing a Vice-Chair, the **Commissioners** shall also consider the qualities of **Servant Leadership**, recognized integrity, ethical standards, honesty, transparency, diligence, pragmatism, efficiency, communication skills and consensus-builder.

Before the vote, any **Commissioner** may request that a candidate present a brief overview of his candidacy. A candidate may also request to present such overview. In any event, the presentation shall not last more than ten minutes by candidate.

Once the **Commissioners** are ready to proceed with the vote, the Secretary General will distribute among the **Commissioners** ballots with the names of the candidates. The Secretary General counts the votes received with the assistance of one of the Assistant Director General.

The term of office of the Vice-Chair, unless removed by a vote of not less than two-thirds of the **Commissioners** who are entitled to vote, expires at the same time as the Vice-Chair's term as **Commissioner**.

Any vacancy in the office of Chair or Vice-Chair shall be filled within 30 days in accordance with the same rules governing his appointment.

## 9.4 Appointment of Co-opted Commissioners

If at least 2/3 of the members of the Council of Commissioners consider it necessary and vote accordingly, a maximum of two **Co-opted Commissioners** can be appointed, after consulting with the groups most representative of the social, cultural, business and labour sectors in the region of the EMSB.

At any time, the Council of Commissioners can decide to appoint **Co-opted Commissioners**. A proposal made by a **Commissioner** to appoint **Co-opted Commissioners** shall include the reasons and justification why co-option would be helpful to the Council of Commissioners or to the **Administration of the EMSB**.

Once the Council of Commissioners has approved via resolution the co-option, the Secretary General, in collaboration with the Governance and Ethics Committee shall post the call for **Co-opted Commissioners** on the EMSB website. The information available to the public shall identify the delay to submit a candidacy, which skills, competencies are looked for by the Council of Commissioners and shall invite the groups most representative of the social, cultural, business and labour sectors in the region of the EMSB to propose individuals.

Before the expiration of the delay to present a candidacy, the candidates shall fill in the submission form prescribed, which shall include notably the following information:

- reasons why the candidate wishes to be a **Co-opted Commissioner**;
- brief summary of skills/experience and competencies;
- a detailed inventory of the candidate's professional experience and related activities;
- how his skillset can be useful to the Council of Commissioners or the **Administration of the EMSB**;
- his vision of the roles and responsibilities of the office of **Co-opted Commissioner**.

The Secretary General receives and acknowledges receipt of the submission form without delay. Any form received by the office of the Secretary General after the expiration of the prescribed delay is considered null and void.

The Secretary General shall inform the Chair of the Governance and Ethics Committee of the candidacies received and shall distribute to the members of the Governance and Ethics Committee a uniform evaluation grid of all of the candidacies accompanied by the forms and documents provided by each candidate.

The members of the Governance and Ethics Committee evaluate and analyze the candidacies received based on the following criteria:

- the qualities of **Servant Leadership**, recognized integrity, ethical standards, honesty, transparency, diligence, pragmatism, efficiency, communication skills and consensus-builder;

- The value-added of the candidate for the Council of Commissioners and for the **Administration of the EMSB**;
- The recommendations made from the groups most representative of the social, cultural, business and labour sectors in the region of the EMSB.

The Chair of the Governance and Ethics Committee presents its recommendation to the Council at the next sitting of the Council of Commissioners. If the Council of Commissioners fails to implement the recommendation, reasons for the refusal shall be given at the meeting.

The Council of Commissioners appoints **Co-opted Commissioners** by resolution. The term of office of **Co-opted Commissioners** shall not exceed four years. They shall remain in office until re-appointed or replaced.

## 9.5 Vacancy at the Council of Commissioners

The By-Law No. 12 on the *Internal Rules of Management of the Council of Commissioners and the Executive Committee* lists the situations where a vacancy occurs at the Council of Commissioners. The office of the Parent **Commissioners** ends in the same cases as those provided for **Commissioners** elected under the *Act respecting school elections*.

However, different rules apply when the seat that becomes vacant is one of a publicly elected **Commissioner**, one of a Parent **Commissioner**.

### 9.5.1 Publicly Elected Commissioners

If between 12 and 4 months remain before the polling day of the next general election and there is a vacancy on the Council of Commissioners, the Council of Commissioners shall fill the vacancy within 30 days, after consultation with the EMSBPC. The person appointed must have the qualifications required of a **Commissioner**.

If 4 months or less remain before the polling day of the next general election and there is a vacancy on the Council of Commissioners, the Council of Commissioners may fill the vacancy in the same manner.

The Secretary General shall give public notice of the name of the person appointed.

If more than 12 months remain before the polling day of the next general election and there is a vacancy on the Council of Commissioners, the returning officer of the EMSB shall hold an election to fill the office, according to the terms of the *Act respecting school elections*.

### 9.5.2 Parent Commissioner

A vacancy in a Parent **Commissioners'** seat shall be filled in accordance with the procedure prescribed in section 9.2 of the present By-Law, but only for the unexpired portion of the term.

## 10. MANDATORY COUNCIL'S COMMITTEES UNDER THE *EDUCATION ACT*

### 10.1 Common Rules of the Committees

The mandatory Committees of the Council of Commissioners are the Executive Committee, the Governance and Ethics Committee, the Audit Committee and the Human Resources Committee.

In addition to their specific mandates, those Committees have the following responsibilities:

- follow up on dossiers and mandates under their direction according to the period of the year;
- report to the Council of Commissioners on their action plans;
- continual improvement of the role and functions of their Committee;
- in collaboration with the Governance and Ethics Committee, provide professional development relevant for their members;
- self-assess the overall performance of their Committee and of their members;
- self-assess their own composition annually and their needs in link with professional development.

#### 10.1.1 Composition of Committees

The composition of Committees is determined annually by the Council of Commissioners, upon recommendation of the Governance and Ethics Committee, unless otherwise specified in the *Education Act*.

As such, the mandates of the Committees' members are for one school year and can be renewed by the Council of Commissioners.

Only **Commissioners** can be members of Committees and their number shall be limited to three (3) or five (5) members, the whole as determined by resolution of the Council of Commissioners.

Except for the Executive Committee, neither the Chair of the Council of Commissioners nor the Vice-Chair can be members of Committees. Nevertheless, they can be invited or asked to participate as **Observers** as required by the Chair of the Committee.

The Chair and Vice-Chair of the Council of Commissioners always receive a copy of the agenda of the meetings of the Committees.

The Council of Commissioners can designate specific members of the **Administration of the EMSB** to participate *ex officio* as advisors and **Observers**, without voting rights, and only as needed.

The Committees may engage outside expertise (non-voting) to carry out their mandate.

### **10.1.2 Chair and Vice-Chair of Committees**

The Chair and Vice-Chair are determined by the Council of Commissioners and shall have the minimum competencies required for each Committee.

In addition to meeting the minimal requirements asked from any Committees' members, the Chair and the Vice-Chair of a Committee shall have the highest personal standards with regard to honesty, reliability and commitment to the role.

The Chair shall oversee the proper operation of the Committee he is presiding. To that effect, he shall convey all relevant information to the Committee and shall submit to it any matter brought to his attention with regard to matters under the governance of the Committee.

The Chair shall preside over meetings and have the ability to manage them effectively. This includes preparing the agenda, ensuring balanced input from all members, ensuring clarity about decisions and actions agreed, and following up to make sure agreed actions are carried out in line with the Council of Commissioners' orientations.

The Chair is responsible for ensuring all members are using their own unique skills for the good of the EMSB. The Chair shall ensure all members contribute to discussions and the decision-making process.

When presenting the Committees' recommendation to the Council of Commissioners, the Chair shall present the options available, and clearly state the rationale for the recommendation.

The Vice-Chair of a Committee shall assist the Chair in performing the latter's duties and responsibilities.

During the period when the Chair is absent and the normal functions of the Chair cannot be carried out, the Vice-Chair will take the role as the acting Chair until the Chair resumes carrying out his normal duties.

### 10.1.3 Nomination Process of Commissioners on Committees

At least 10 days before the meeting of the Council of Commissioners where the nominations of the members sitting on Committees are scheduled, the **Commissioners** shall confirm in writing to the office of the Secretary General their intentions to present themselves as members, Chairs and/or Vice-Chairs of any Committees.

In order to formally submit their candidacy, the **Commissioners** shall fill in the prescribed submission form which shall include notably the following information:

- the mandate given to the Committee by the Council;
- the possibility for a **Commissioner** to make a second or third choice;
- the possibility for a **Commissioner** to indicate his interest to be the Chair of one or more Committees;
- reasons why the **Commissioner** wishes to be part of the Committee and under which capacity (Chair, Vice-Chair, member);
- reasons why the **Commissioner** believes he is the appropriate person to fill the position he is seeking;
- his vision of the roles and responsibilities of the position he is seeking;
- a detailed inventory of the **Commissioner's** political and professional experience and related activities.

The Secretary General receives and acknowledges receipt of the submission form without delay. Any submission form received by the office of the Secretary General after the expiration of the prescribed delay is considered null and void. The Secretary General then remits the submission forms to the Chair of the Governance and Ethics Committee.

The Secretary General shall distribute to the members of the Governance and Ethics Committee a uniform evaluation grid of all of the candidacies accompanied by the forms and documents provided by each **Commissioner**.

The Chair of the Governance and Ethics Committee presents to the Council of Commissioners the recommended nominations for each Committee, including the offices of Chair and Vice-Chair.

When nominating **Commissioners** on the Committees, the Council of Commissioners shall consider if the **Commissioner** meets the minimal requirements of each Committee, including the qualities of a Chair and Vice-Chair. The Council shall also take into consideration the recommendations of the Chair of the Governance and Ethics Committee.

If the Council of Commissioners does not approve the recommended nominations of the Governance and Ethics Committee, it shall give reasons for its decision at the meeting where the recommendations are rejected.

The Council of Commissioners makes certain that these assignments ensure continuity in the participation of Committee.



#### 10.1.4 Operation of Committees

The Committees shall have at least 4 meetings per school year.

At their first meeting, the Committees shall adopt their own rules of internal procedures and ensure that they are updated every three years or on a need basis.

The Secretary General will provide guidelines and templates to the Chairs of the Committees in link with the adoption of their internal rules.

The rules of internal procedures shall minimally include the following items:

- the time and place of the meetings as well as their frequency;
- the method of convocation of meetings;
- rules regarding quorum and the presence of members at meetings;
- rules surrounding the vote at meetings;
- rules regarding absences and vacancies of members;
- definition of the roles and responsibilities of the Chair and Vice-Chair;
- evaluation process of members and of the Committee as a whole;
- modalities and distribution of the minutes of the meetings;
- rules pertaining to **Conflict of Interest** and disclosure of potential conflictual situations.

Once the rules of internal procedures are adopted, the Chair of the Committee shall send them to the Secretary General and to the Chair of the Governance and Ethics Committee. The Secretary General does the appropriate follow-up with the Chairs of the Committees.

#### 10.1.5 Recommendations and Annual Report to the Council of Commissioners

The Chair of the Committees are presenting the Committees' recommendations as well as their annual report.

A recommendation made to the Council of Commissioners shall minimally include the following:

- the purpose and objectives of the recommendation;
- the nature of the issues raised;
- the status of the situation and its causes;
- the possible solutions and an estimate of their cost;
- the proposed recommendations and the rationale for them.

If the Council of Commissioners fails to implement a recommendation of any of its Committees, reasons for the refusal shall be given at the meeting at which the recommendation is rejected.

Before September 30<sup>th</sup> of each year, an annual report shall be presented to the Council of Commissioners which shall minimally:

- summarize highlights from the past year, focusing on notable actions/decisions taken by the Committee and results of those actions/decisions, the whole in link with the strategic objectives of the Council of Commissioners;
- identify any issues/concerns met during the past year;
- identify goals/topics on which the Committee will focus in the coming year, in link to the Council of Commissioners' strategic objectives;
- indicate the number of meetings held during the past year;
- identify the current membership and their attendance rate;
- include its recommendation on its composition if any change is deemed necessary;
- present an overall performance assessment of the Committee as a whole;
- present a general overview of the Chair's and Vice-Chair's performances;
- attest to the completion by the members of the professional development;
- comment on the appropriateness of the professional development offered to the Committee;
- prepare a yearly action plan for the Committee to be presented to the Council of Commissioners for approval.

#### **10.1.6 Annual Evaluation of Committees and their Members**

Each **Commissioner** sitting on a Council's Committee has the responsibility to complete the Checklist for Evaluation sent to him by the Governance and Ethics Committee during the month of May and to send them to the office of the Secretary General on or before June 1<sup>st</sup>.

### **10.2 Executive Committee**

#### **10.2.1 Mandate**

The Executive Committee has special responsibilities and authorities above all Committees. The mandate of the Executive Committee is to facilitate decision making between Council of Commissioners' meetings, to make efficient the day-to-day functioning of the EMSB, and to provide leadership for the EMSB.

The powers of the Executive Committee are those specifically delegated to it by the Council of Commissioners in By-Law No. 10 (*Delegation of Powers*).

#### **10.2.2 Composition**

The composition, the number of members of the Executive Committee and the duration of their mandate are determined by resolution of the Council of Commissioners. The Chair of the Council of Commissioners acts as Chair of the Executive Committee, unless he decides otherwise. In such case, the Council of Commissioners designate a Chair of the Executive Committee within its members. The membership of the Executive Committee shall include at least one Parent **Commissioner** and a **Co-opted Commissioner**, if any.

### 10.2.3 Nomination Guidelines and Required Competencies

The members of the Executive Committee, other than the Chair of the Council, shall be chosen by the Council of Commissioners, upon recommendations of the Governance and Ethics Committee.

A newly elected Council of Commissioners designates the members of the Executive Committee at its first meeting. In any other year, the Nomination Process of Commissioners on Committees as specified in section 10.1.3 of the present By-Law applies.

### 10.2.4 Chair and Vice-Chair

In accordance with the *Education Act*, the Executive Committee shall appoint the Chair and the Vice-Chair of the Executive Committee from among its members.

### 10.2.5 Vacancy at the Executive Committee

The seat of a member of the Executive Committee who is entitled to vote becomes vacant in the same cases as those provided for **Commissioners** elected under the *Act respecting school elections*.

The vacancy is then filled following the procedure provided for the designation of a publicly elected **Commissioner** (section 9.6.1 of the present By-Law) but only for the unexpired portion of the term.

## 10.3 Governance and Ethics Committee

### 10.3.1 Mandate

The Governance and Ethics Committee focuses on legal, ethical, and functional responsibilities of the Council of Commissioners in support of Policies relating to governance and ethics, professional development and annual evaluation of performance of the Council of Commissioners, its Committees and their members.

Specifically, but not limited to, the Governance and Ethics Committee:

- ensures continuous improvement in governance;
- ensures the implementation of the Council's mandate;
- ensures compliance with the *Code of Ethics* (By-Law No. 3) by the **Commissioners**;
- ensures, in collaboration with the Secretary General, that all **Commissioners** fulfill their obligations with regard to the disclosure of potential or real **Conflict of Interest**;
- implements professional development for **Commissioners** and ensures that the **Commissioners** respect their obligations in this matter;
- annually evaluates the performance of the Council of Commissioners, its Committees and their members in relation to their respective mandates;
- analyzes the **Commissioners'** needs with regard to professional development and the need for complementary expertise.

The Governance and Ethics Committee makes recommendations to the Council of Commissioners on the following, namely:

- development, evolution and promotion of the *Code of Ethics* (By-Law No. 3);
- appointment of the Ethics Commissioner, the Designated Officer and the Student Ombudsman;
- remuneration of the Ethics Commissioner, Designated Officer and the Student Ombudsman;
- professional development for **Commissioners**;
- sanctions following the failure of a **Commissioner** to fulfill his obligations with regard to professional development and evaluation process;
- development, evolution and promotion of the By-Law No. 8 (*Complaint Examination Procedure*);
- composition of Committees, including the criteria used for the nomination of members, the analysis and review of the candidacies submitted, the selection of members, and the nomination as Chair and Vice-Chair of the Committees;
- appointment of **Co-opted Commissioners**.

### 10.3.2 Composition

The Governance and Ethics Committee is composed of three (3) or five (5) members of the Council of Commissioners, as determined by resolution of the Council . The Secretary General attends the meetings of the Committee and assists its members in the execution of their mandate.

### 10.3.3 Required Competencies

The **Commissioners** sitting on this Committee shall have experience in governance, in ethics, in risk management as well as a good knowledge of legal principles in matters of public administrators' duties, obligations and their civil liability.

### 10.3.4 Nomination Process of the Members of the Governance and Ethics Committee

Section 10.1.3 of the present By-Law does not apply to the nomination process for members of the Governance and Ethics Committee.

At the first meeting of the school year, the Chair of the Council of Commissioners requests that all members interested to be elected on the Governance and Ethics Committee confirm in writing to the office of the Secretary General their intentions to present themselves as members, Chair and/or Vice-Chair of the Governance and Ethics Committee within the next five (5) days.

A newly elected Council of Commissioners designates the members of the Governance and Ethics Committee at its first meeting. In any other year, the Nomination Process of Commissioners on the Members of the Governance and Ethics Committee as specified in the present section of this By-Law applies.

In order to formally submit their candidacy, the **Commissioners** shall fill in the prescribed submission form which shall include notably the following information:

- the mandate of the Governance and Ethics Committee;
- reasons why the **Commissioner** wishes to be part of the committee and under which capacity (Chair, Vice-Chair, member);
- reasons why the **Commissioner** believes he is the appropriate person to fill the position he is seeking;
- his vision of the roles and responsibilities of the position he is seeking;
- a detailed inventory of the **Commissioner's** political and professional experience and related activities.

The Secretary General receives and acknowledges receipt of the submission forms without delay. Any submission form received by the office of the Secretary General after the expiration of the prescribed delay is considered null and void. The Secretary General then remits the submission forms to the Chair of the Council of Commissioners.

At the said meeting, the Secretary General shall inform the **Commissioners** of the candidacies received and shall distribute a uniform evaluation grid of all of the candidacies accompanied by the forms and documents provided by each **Commissioner**.

When nominating **Commissioners** to the Committees, the Council of Commissioners shall consider if the **Commissioner** meets the minimal requirements of the Governance and Ethics Committee, including the qualities of Chair and Vice-Chair.

The Council of Commissioners elects a Chair, a Vice-Chair and a third **Commissioner** to sit on the Governance and Ethics Committee.

The Council of Commissioners makes certain that these assignments ensure continuity in the participation of the Committee.

#### **10.4 Audit Committee**

The Audit Committee, the **Administration of the EMSB** and the external auditors all have distinct roles in financial reporting.

The **Administration of the EMSB** is responsible for preparing the financial statements, establishing and maintaining adequate internal controls over financial reporting, and evaluating the effectiveness of those controls.

The Audit Committee is responsible to oversee the entire financial reporting process and related internal controls. In order to do so successfully, the members of the Audit Committee should be familiar with the processes and controls that the **Administration of the EMSB** has put in place and understand whether those processes and controls are well designed and operating effectively.

The Audit Committee should collaborate with the **Administration of the EMSB**, the Director of Internal Audit and the external auditors to gain the knowledge needed to provide appropriate oversight of these areas.

#### 10.4.1 Mandate

As such, the mandate of the Audit Committee is to assist the Council of Commissioners in ensuring the optimal use of the EMSB's resources and to act on behalf of the Council of Commissioners in overseeing all aspects of financial reporting, internal controls and the audit of the annual financial statements by external auditors.

The principal responsibilities of the Audit Committee are as follows:

##### **Internal Audit:**

- assesses whether the Internal Audit's priorities, such as monitoring critical controls and developing an audit plan focused on risks identified in the EMSB's risk management program, are aligned with those of the Audit Committee;
- approves the Internal Audit Department's Report on the audit plan;
- follows up on the internal control observations;
- ensures the deployment of an internal audit plan and requests audit work as required;
- defines the annual objectives of the Director of Internal Audit in order to achieve organizational objectives and communicates them to the Director of Internal Audit;
- participates in the assessment of the work performance of the Director of Internal Audit.

##### **External Auditors:**

- is responsible for the selection process, appointment, compensation, and oversight of the external auditors;
- defines the mandate to be given to the external auditors;
- reviews the annual report of the external auditors and makes recommendations to the Council of Commissioners in link with the annual report and its content.

##### **Financial Statements of the EMSB:**

- reviews the financial statements of the EMSB;
- ensures that the control mechanisms, both internal and external, are optimal;
- oversees financial risks and monitors the EMSB's Policies and procedures;
- oversees the cyber risk management program of the EMSB;
- oversees the establishment of appropriate antifraud controls and programs and ensures that the **Administration of the EMSB** takes the necessary steps when fraud is detected;
- develops an ethical culture of financial responsibility throughout the EMSB.

#### 10.4.2 Composition

The Audit Committee is composed of three (3) or five (5) members of the Council of Commissioners, as determined by resolution of the Council. The Director of Internal Audit

attends the meetings of the Committee and assists its members in the execution of their mandates.

### 10.4.3 Nomination Guidelines and Required Competencies

The **Commissioners** sitting on this Committee shall have experience in finance or accounting or in financial or physical resources management. Experience in public organization will be considered an asset as well as experience in risk management.

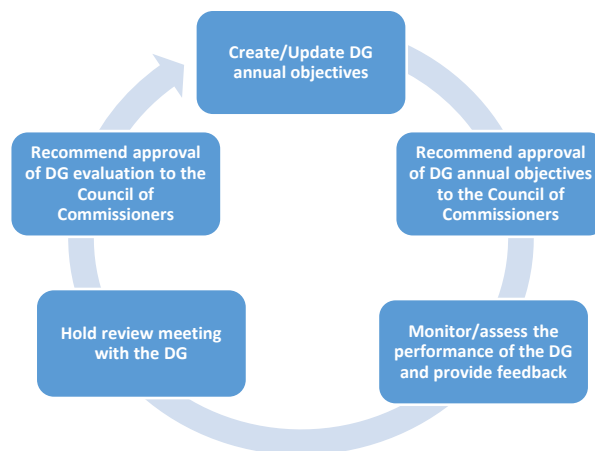
## 10.5 Human Resources Committee

### 10.5.1 Mandate

The main functions of the Human Resources Committee are to assist the members of the Council in developing an expertise and experience profile and selection criteria to be used for the appointment of the Director General.

The Human Resources Committee shall also ensure that a succession planning program geared towards the **Administration of the EMSB** exists.

More specifically, the Human Resources Committee plays an important role in the identification of the Director General’s annual objectives, the supervision of his progress and the evaluation of his overall performance, as illustrated below:



In order to fulfill their mandate, the members of the Human Resources Committee shall:

- define and revise EMSB By-Laws and Policies relating to Human Resources;
- oversee the implementation of Human Resources By-Laws and Policies;
- prepare and present an annual report to the Council;
- participate in planning and priority setting with respect to orientations for the allocation of Human Resources and to make appropriate recommendations in the

context of the Council of Commissioners' Strategic Plan (e.g. review of norms and ratios);

- report to the Council of Commissioners and make recommendations if it deems it necessary on the following topics:
  - proposed staffing plans for all personnel of the EMSB;
  - collective agreements negotiations affecting all categories of personnel at the provincial and local levels;
  - information received from the Comité patronal pour les négociations des commissions scolaires anglophones (CPNCA);
  - information received from the QESBA Labour Relations Advisory Committee (LRAC).

### **10.5.2 Composition**

The Human Resources Committee is composed of three (3) or five (5) members of the Council of Commissioners, as determined by resolution of the Council. The Director of Human Resources attends the meetings of the Committee and assists its members in the execution of their mandate.

### **10.5.3 Nomination Guidelines and Required Competencies**

The **Commissioners** sitting on this Committee shall have experience in human resources management, preferably acquired in public administration.

## **11. AD HOC COMMITTEES**

The Council of Commissioners may exceptionally establish Ad Hoc Committees. An Ad Hoc Committee is a Committee established for a specific period of time to undertake a specific task and then disbanded.

An Ad Hoc Committee shall get an extension approval from the Council to go beyond the time limit specified in its terms of reference.

An Ad Hoc Committee is established by a resolution of the Council, which shall have as terms of reference at least the following elements:

- purpose of the Ad Hoc Committee;
- composition and requirements of the members;
- duties and responsibilities of the members;
- completion date of the Committee's mandate;
- content of the Committee's report to the Council of Commissioners;
- modalities and distribution of the minutes of the meetings of the Ad Hoc Committee.



The Council of Commissioners shall establish an Ad Hoc Committee in the following cases:

- Selection Committee for the appointment of the Director General;
- revision of the Director General’s evaluation following the recommendation of the Human Resources Committee;
- Revision Committee following the reception of a Parent’s Request for Reconsideration of a decision, as per sections 9 to 12 of the *Education Act* (By-Law No. 8 *Complaint Examination Procedure*);
- any other occasion determined by the Council.

## **12. EMSB ADVISORY COMMITTEES**

In virtue of the *Education Act*, the EMSB shall establish certain Advisory Committees. These Advisory Committees are as follows:

- The Central Management Advisory Committee (CMAC)/Resource Allocation Committee (RAC);
- The Advisory Committee on Special Education Services (ACSES);
- The Advisory Committee on Transportation (ACT);

### **12.1 Generalities**

An Advisory Committee is a collection of individuals who bring unique knowledge and skills which augment the knowledge and skills of the Council of Commissioners and/or the Director General in order to guide the EMSB more effectively.

Advisory Committees do not have formal authority to govern the EMSB, and therefore they cannot issue directives which shall be followed. Rather, the Advisory Committees serve to make recommendations and/or provide key information and materials to the Council of Commissioners and/or to the Director General.

Advisory Committees may evaluate the performance of a program, review/monitor/assess a specific program, serve as advocate for the EMSB to the community it serves, gather input from/serve as a liaison with relevant constituencies and provide feedback to the EMSB.

### **12.2 Common Rules of the Advisory Committees**

#### **12.2.1 Operation of the Advisory Committees**

At their first meeting, the members of the Advisory Committees shall adopt their own rules of internal procedures and ensure that they are updated every three years or on a need basis.

The Secretary General will provide guidelines and templates to the Chairs of the Committees in link with the adoption of their internal rules.

The rules of internal procedures shall minimally address the following items:

- the time and place of its meetings as well as their frequency;
- the method of convocation of meetings;
- rules regarding quorum and the presence of members at meetings;
- rules surrounding the vote at meetings;
- rules regarding absences and vacancies of members;
- definition of the roles and responsibilities of the Chair and Vice-Chair;
- rules surrounding real or apparent **Conflict of Interest** and disclosure of potential conflictual situations;
- evaluation process of members and of the Committee as a whole;
- modalities and distribution of the minutes of the meetings.

Once the rules of internal procedures are adopted, the Chair of the Committee shall send them to the Secretary General. The Secretary General does the appropriate follow-up and reports to the Director General.

### **12.2.2 Recommendations and Annual Report**

The Chair of the Advisory Committee presents its recommendations and annual report to the concerned authority.

A recommendation from an Advisory Committee shall minimally include the following:

- the purpose and objectives of the recommendation;
- the nature of the issues raised;
- the status of the situation and its causes;
- the possible solutions and an estimate of their cost;
- the proposed recommendations and the rationale for them.

Before September 30<sup>th</sup> of each year, an annual report shall be presented by the Chair of the Advisory Committees of the EMSB, which shall minimally:

- summarize highlights from the past year, focusing on notable actions/decisions taken by the Committee and results of those actions/decisions;
- identify any issues/concerns met during the past year;
- identify goals/topics on which the Committee will focus in the upcoming year;
- indicate the number of meetings held during the past year;
- identify the current membership and their attendance rate;
- include its recommendation on its composition if any change is deemed necessary;
- present an overall performance assessment of the Committee as a whole;
- present a general overview of the Chair and Vice-Chair performance.

## 12.3 Central Management Advisory Committee (CMAC) / Resource Allocation Committee (RAC)

### 12.3.1 Mandate

In the scope of his functions under the *Education Act*, the mandate of this Committee is to allow for **Senior Staff Members** in schools and centres to participate in defining the EMSB Commitment-to-Success Plan and its By-Laws and Policies.

As provided for in the *Education Act*, the Council of Commissioners has entrusted the functions assigned to the RAC to the CMAC. As such, the mandate of this Committee also includes the equitable distribution of the EMSB's resources in order to achieve maximum school success for all students.

This Committee shall present its recommendations to the Council of Commissioners on the following:

- objectives and principles governing the allocation of revenues;
- annual allocation of revenues, including the criteria used to determine the amounts allocated;
- allocation for complementary educational services;
- allocation for other professional services, if the Committee chooses to include this allocation in the consultation;
- use of school surpluses;
- the Commitment-to-Success Plan and its implementation;
- EMSB By-Laws and Policies;
- all dossiers regarding the educational mission.

If the Council of Commissioners fails to implement a recommendation of this Committee, reasons for the refusal shall be given at the meeting at which the recommendation is rejected.

### 12.3.2 Composition

This committee is established by the Council of Commissioners and is composed of not more than 15 members, as follows:

- the **Senior Executive Staff Members** of the EMSB;
- **Senior Staff Members - In-School Administrators**, including at least one Principal of a school providing preschool education or elementary education, one Principal of a school providing secondary education and one Principal of a centre;
- the person responsible for educational services for handicapped students and students with social maladjustments or learning disabilities;
- at least one **Senior Staff member** not expressly mentioned in the present section of this By-Law.

At the Committee's request, other members of the **Administration of the EMSB** may also take part in Committee sittings but are not entitled to vote.

A majority of the members of the Committee shall be **Senior Staff Members - In-School Administrators**, chosen by their peers.

### **12.3.3 Operation**

The Director General is responsible for the direction of this Committee, as such, he chairs the Committee and presents its recommendations to the Council of Commissioners.

All members of CMAC/RAC are voting members.

## **12.4 Advisory Committee on Special Education Services (ACSES)**

### **12.4.1 Mandate**

The functions of the Advisory Committee on services for handicapped students and students with social maladjustments or learning disabilities (ACSES) are:

- to advise the EMSB on a Policy for the organization of educational services to handicapped students and students with social maladjustments or learning disabilities;
- to advise the Resource Allocation Committee on the allocation of financial resources to the services intended for those students;
- to receive, on an annual basis from the EMSB, the financial resources intended for these students and the allocation of these resources, in accordance with the guidelines established by the MEQ;
- to receive, on an annual basis from the EMSB, the report of the Parents' Requests to reconsider a decision pursuant to section 9 of the *Education Act* relative to services for students with handicaps or social maladjustments or learning disabilities.

The Committee may also advise the EMSB on the implementation of an individualized education plan for a handicapped student or a student with social maladjustments or learning disabilities.

### **12.4.2 Composition**

The ACSES is constituted with a parent majority, employees of the EMSB and representatives of bodies that provide services to these students (ss. 185 and 186 of the *Education Act*).

The Council of Commissioners establishes the composition of ACSES as follows (ss. 185 and 186 of the *Education Act*):

- 9 parents representing, where possible, all categories of handicapped pupils served by the EMSB, designated by the EMSBPC;

- 2 teachers, including at least one special education teacher, designated by their Association;
- 1 representative from the non-teaching professionals, designated by their Association;
- 1 representative from the support staff working directly with pupils, designated by their Association;
- 1 representative from outside agencies which provide services to handicapped pupils, designated by the EMSB after consulting with those bodies;
- 1 **Senior Staff Member - In-School Administrator**, from a school providing special education services, designated by the Director General;
- the Director General or his representative(s) (ex-officio);
- 1 **Commissioner (Observer)**;
- 1 Communications Consultant (**Observer**);
- 2 resource persons (as needed).

The Director General designates the person responsible for educational services to students with handicaps or social maladjustments or learning disabilities, appointed under section 265 of the *Education Act*, to be their representative on the Committee.

### **12.4.3 Operation**

The Director General or his representative shall take part in the sittings of the Committee but is not entitled to vote.

The Chair and Vice-Chair are voted by the members of the ACSES Committee.

## **12.5 Advisory Committee on Transportation (ACT)**

### **12.5.1 Mandate**

The Advisory Committee on Transportation (*Regulation respecting student transportation*, ss. 9 to 12) advises on:

- the planning, coordination, financing and management of student transportation;
- the organizational plan of the EMSB for student transportation and on the terms and conditions for the granting of contracts for the transportation of students, prior to the EMSB adopting that plan or setting the terms and conditions for granting those contracts;
- the criteria and the terms and conditions for using the places available on the service, prior to the EMSB establishing those criteria or setting the terms and conditions for using that service;
- the use of all or a part of the amount of a subsidy granted for student transportation that may be used for other purposes.

The Committee shall give its opinion on each issue submitted by the EMSB within 15 days of a request, unless the EMSB grants the Committee a longer period of time.

### 12.5.2 Composition

The composition of the ACT is pursuant to section 2 of the *Regulation respecting student transportation* (CQLR, c. I-13.3, r. 12) and includes:

- the Director General or the designated Assistant Director General;
- the Director of the School Organization Department;
- a **Senior Staff Member - In-School Administrators** designated by his peers;
- a representative of the EMSBPC, so designated;
- 2 **Commissioners** appointed by resolution of the Council of Commissioners;
- the representative of the private educational institution for which the EMSB provides transportation for the greatest number of students, nominated by the Director General;
- a representative of each public transit authority whose territory intersects with that of the EMSB, nominated by the Director General.

A person holding an interest in a student transportation enterprise operating, in whole or in part, in the territory of the EMSB may not be a member of the ACT.

For the purposes of this By-Law, a person is deemed holding an interest in a student transportation enterprise when he holds a direct or indirect interest, financial or not, real, apparent or potential. This interest is distinct from public interest in general and can be perceived as such by a reasonably informed person (as per the definition of **Conflict of interest** included in By-Laws No. 3 (*Code of Ethics*) and No. 12 (*Internal Rules of Management of the Council of Commissioners and the Executive Committee*)).

### 12.5.3 Operation

The Committee shall meet upon the request of the Chair or the Vice-Chair; in such cases, a notice of a meeting shall be sent to each member.

In addition to the elements included at section 12.2.1, the rules of internal procedures of the ACT shall include the following:

- the mention that the Committee shall elect a Chair and a Vice-Chair who replaces the Chair when the latter is absent;
- the mention that one-third of the Committee members constitutes a quorum.

## 13. PARENTS COMMITTEE

### 13.1 Generalities

As per section 189 of the *Education Act*, the EMSB shall establish a Parents Committee. The main role of the English Montreal School Board Parents Committee (EMSBC) is to represent the interests of the parents in the Committee's dealings with the EMSB and to

foster the participation of parents in EMSB activities, most notably by electing the Parent **Commissioners** seated at the Council of Commissioners.

Parent **Commissioners** have multiple roles, including their role as Parent **Commissioners** within the Council of Commissioners, their role as members or Chairs of Governing Boards, and their role as members of the EMSBPC.

The Committee is also consulted by the EMSB on education-related issues.

### **13.2 Mandate of the EMSBPC**

The EMSBPC principal functions are the following:

- (1) to raise awareness of the value of public education among all the parents of students attending one of the EMSB's schools;
- (2) to propose to the EMSB ways of supporting parents' involvement in their role with their children in order to foster their children's success at school;
- (3) to propose to the EMSB ways of facilitating communication between parents and employees of the EMSB;
- (4) to promote parents' participation in the activities of the school and of the EMSB and, to that end, to designate parents to take part in the various committees established by the EMSB, including the Council of Commissioners;
- (5) to inform the EMSB of parents' needs, especially their training needs, as identified by the school representatives and by the representatives of ACSES;
- (6) to develop, with the EMSB's support, a Policy on financial contributions and propose such Policy to the EMSB for adoption;
- (7) to advise the EMSB on the special school projects offered or considered in its schools, on any matter likely to ensure the best possible operation of the EMSB and on any matter on which it shall be consulted.

The EMSBPC shall be consulted by the Council of Commissioners on the following matters:

- (1) the division, annexation or amalgamation of the territory of the EMSB;
  - (1.1) EMSB Commitment-to-Success Plan;
- (2) the three-year Plan of Allocation and Destination of the Immovables of the EMSB, the list of schools and the deeds of establishment;

- (3) the Policy adopted on the continued operation or closure of schools and on other changes made to the educational services provided in a school;
- (4) Policies on financial contributions of parents;
- (5) the distribution of educational services among the schools;
- (5.1) the *Complaint Examination Procedure* (By-Law No. 8);
- (6) the criteria referred to in section 239 of the *Education Act* for the enrollment of students in schools;
- (6.1) the dedication of a school to a special project pursuant to section 240 of the *Education Act* and the criteria for the enrollment of students in that school;
- (7) the school calendar;
- (8) the rules governing promotion from elementary school to secondary school or from the first cycle to the second cycle of the secondary level;
- (9) the objectives and principles governing the allocation of the revenues of the EMSB among educational institutions as well as the criteria pertaining thereto, and the objectives, principles and criteria used to determine the amount to be withheld by the EMSB for its needs and those of its Committees;
- (10) the learning activities established by the EMSB and intended for parents.

Moreover, the EMSBPC may make recommendations to the EMSB regarding the matters referred to above and childcare provided at school. It may also waive a consultation on a matter referred to in the first paragraph. In such a case, it shall so inform the Secretary General in writing, and it shall do the same if it wishes to put an end to the waiver. The Secretary General will report on this matter to the Director General.

### **13.3 Composition of the EMSBPC**

The composition of the EMSBPC is made in accordance with the *Education Act*:

- 1 representative from each school, elected by the assembly of parents;
- 1 representative from the ACSES designated by and from among the parents who are members of that Committee.

The Chair and Vice-Chair are voted by the members of the EMSBPC.

### **13.4 Operation of the EMSBPC**

At its first meeting, the members of the EMSBPC shall adopt its own rules of internal procedures and ensure that they are updated every three years or on a need basis.



The Secretary General will provide guidelines and templates to the Chairs of the EMSBPC in link with the adoption of the internal rules.

The rules of internal procedures shall minimally address the following items:

- the time and place of its meetings as well as their frequency;
- the method of convocation of meetings;
- rules regarding quorum and the presence of members at meetings;
- rules surrounding the vote at meetings;
- rules regarding absences and vacancies of members;
- definition of the roles and responsibilities of the Chair and Vice-Chair;
- rules surrounding real or apparent **Conflict of Interest** and disclosure of potential conflictual situations;
- evaluation process of members and of the Committee as a whole;
- modalities and distribution of the minutes of the meetings.

Once the rules of internal procedures are adopted, the Chair of the EMSBPC shall send them to the Secretary General. The Secretary General does the appropriate follow-up and reports to the Director General.

### **13.5 Recommendations of the EMSBPC**

The Chair of the EMSBPC Committee presents its recommendations to the Director General and/or the Council of Commissioners.

A recommendation from the EMSBPC shall minimally include the following:

- the purpose and objectives of the recommendation;
- the nature of the issues raised;
- the status of the situation and its causes;
- the possible solutions and an estimate of their cost;
- the proposed recommendations and the rationale for them.

## **14. GOVERNING BOARDS**

Governing Boards are decision-making bodies which, by establishing a management dynamic between the institutions and the EMSB, give schools or vocational training and adult education centres the resources required to meet the educational needs of all students.

Governing Boards play a major role in determining a school's or a centre's direction while the Principal oversees the quality of the educational services it delivers, ensures pedagogical and administrative leadership, and manages the resources that the EMSB makes available to the school and/or the centre.

In accordance with the principle of **Subsidiarity**, all EMSB institutions shall establish a Governing Board in conformity with the *Education Act* in every school and centre.

The Sector Directors of the EMSB act as liaison agents between the Governing Boards and the EMSB. There are three Sector Directors: one for elementary schools, one for secondary schools and one for the Adult and Vocational Centres.

#### **14.1 Mandate of the Governing Boards**

The priority of Governing Boards is the success of the greatest number of students.

In partnership with other stakeholders (students, school staff, parents, community representatives), the Governing Board analyses the school's current situation. On the basis of this analysis and taking into account the EMSB's Commitment-to-Success Plan, the Governing Board adopts the school's educational project, oversees the project's implementation and evaluates it periodically.

The general functions and powers of the Governing Board in schools are:

- analyzes the school's situation and, taking into account the Commitment-to-Success Plan of the EMSB, adopts the educational project and oversees its implementation and evaluates the project at the intervals specified in it;
- approves the rules of conduct and safety measures;
- approves the anti-bullying and anti-violence plan;
- establishes the principles for determining the cost of documents in which students write, draw or cut out and approves a list of materials such as pencils, paper, etc.;
- advises the EMSB on certain matters;
- prepares and adopts an annual activity report and transmits a copy to the concerned Sector Director of the EMSB, for the perusal of the Council of Commissioners;
- informs the community of the services provided by the school/centre.

The general functions and powers of the Governing Board in centres are:

- analyzes the situation prevailing at the centre, including the characteristics and expectations of the community served by the centre. Based on that analysis and the strategic plan of the EMSB, it shall determine, oversee the implementation of and periodically evaluate the centre's specific policies and objectives for improving educational success;
- approves the centre's Success Plan;
- reports on the evaluation of the implementation of the Success Plan;
- makes public the Policies, objectives and Success Plan of the centre;
- prepares and adopts an annual activity report and transmits a copy to the concerned Sector Director of the EMSB.

## 14.2 Composition

A Governing Board shall be established for each school and each centre.

In accordance with the *Education Act*, the Council of Commissioners shall determine the number of parents' representatives and staff representatives on the Governing Boards after consulting with each group concerned. As per By-Law No. 10 (*Delegation of Powers*), the Council of Commissioners has delegated the power to determine the composition of Governing Boards to the Sector Directors.

The Governing Board shall have not more than 20 members.

Each year during the period beginning on the first day of the school year and ending on the last day of September, the Chair of the Governing Board or, if there is none, the Principal shall, by written notice, call a meeting of the parents of the students who attend the school to elect parent representatives to the Governing Board. The notice shall be sent at least four days before the meeting is to be held.

At the meeting, the parents shall elect a representative to the EMSBPC from among their representatives on the Governing Board.

Where the meeting of parents fails to elect the required number of parent representatives on the Governing Board of youth sector schools (elementary and secondary schools), the Principal shall exercise the functions and powers of the Governing Board.

Contrarily, in the AEVS sector (adult education centre and vocational education centre), the fact that the representatives of a group, including parent representatives, fall short of the required number shall not prevent the formation of the Governing Board.

## 14.3 Role and Responsibilities of the Members of the Governing Boards

The general responsibilities of the members of the Governing Boards include notably but are not limited to the following:

- abide by the duties and obligations prescribed by the *Education Act* and any other legislation including the EMSB By-Laws and Policies;
- act with prudence, diligence, honesty, loyalty and assiduity as would a reasonable and responsible person in similar circumstances;
- fulfill their office with independence, integrity and good faith in the best interests of their school/centre and the population served by it;
- protect the confidentiality of any **Confidential Information** they receive in their capacity of members of a Governing Board;
- avoid any **Conflict of Interest** or appearance thereof and disclose in writing to the Principal of the school/centre any situation that could be perceived as a **Conflict of Interest** or an appearance thereof by using the form prescribed;
- is liable, jointly and solidarily for the decisions taken by the Governing Board.

#### **14.4 Roles and Responsibilities of the Principal on the Governing Boards**

The Principal is the academic and administrative director of the school/centre and sees that the decisions of the Governing Board are implemented.

More specifically, the Principal assists the Governing Board in the exercise of its functions and powers, and for that purpose:

- coordinates the analysis of the school's Commitment-to-Success Plan, the development, implementation and evaluation of the educational project;
- ensures that proposals with regard to educational services and student services are prepared and submitted to the Governing Board for approval;
- encourages concerted action between parents, students and staff, their participation in the life of the school and their collaboration in fostering academic success.

If the Principal does not follow up on an advisory opinion of the Governing Board which requires follow-up, the Principal shall give reasons to the Governing Board.

#### **14.5 Operation of the Governing Boards**

The Chair of the Governing Board shall see to the proper operation of the Governing Board, preside at its meetings and see to their preparation jointly with the Principal.

The Chair is the Governing Board's representative and, in that capacity, shall keep the parents informed of the Governing Board's activities.

The Principal of the school shall take part in the meetings of the Governing Board but is not entitled to vote.

If the School Board does not follow up on an advisory opinion of the Governing Board which requires follow-up, the School Board shall give reasons to the Governing Board.

##### **14.5.1 Rules of Internal Procedures**

At their first meeting, the members of the Governing Boards shall adopt their own rules of internal procedures and ensure that they are updated every three years or on a need basis. The rules shall provide for at least five meetings every school year.

The Secretary General will provide guidelines and templates to the Principal of the school/centre in link with the adoption of the Governing Board's rules of internal procedures.

The rules of internal procedures shall minimally address the following items:

- the time and place of its meetings as well as their frequency;
- rules relating to the transmission of documents and information to members (at least 2 days before the meeting);
- rules regarding quorum;

- rules surrounding the vote at meetings;
- rules regarding absences and vacancies of members;
- definition of the roles and responsibilities of the Chair and Vice-Chair;
- modalities and distribution of the minutes of the meetings;
- rules pertaining to **Conflict of Interest** and disclosure of potential conflictual situations.

Once the rules of internal procedures are adopted, the Principal of the school/centre shall send them to the Secretary General. The Secretary General does the appropriate follow-up and reports to the Director General.

#### **14.6 Training for Members of the Governing Boards**

The Sector Directors shall ensure that an initiation and ongoing training program is offered to the members of the Governing Boards, and that it meets their needs.

### **15. ROLES AND RESPONSIBILITIES OF THE SENIOR EXECUTIVE STAFF MEMBERS**

#### **15.1 Director General**

Under the authority of the Council of Commissioners, the position of Director General includes full responsibility for the management of the activities, programs and resources of the School Board for all administrative units, establishments and fields of activity as well as responsibility for supervising the implementation of the decisions of the Council of Commissioners in accordance with the laws and regulations in force, including the EMSB's By-Laws and Policies, where applicable.

The Director General assists the Council of Commissioners in the exercise of its functions and powers. More specifically, the Director General:

- is present at the Council of Commissioners meetings;
- supports the Chair in order to ensure that the Council of Commissioners acts cohesively and efficiently;
- provides relevant information and identifies administrative issues;
- clearly states the consequences of options under consideration, suggests solutions, disseminates technical data and provides information regarding the opinions and positions of the different stakeholders;
- develops strategic planning in consultation with the Council of Commissioners;
- develops and adopts the EMSB's *Policies*, unless the *Education Act* or any other provincial legislation specifically requires that the Council of Commissioners shall adopt such Policies in particular, the whole in conformity with By-Law No. 10 (*Delegation of Powers*);
- produces an annual action plan for the **Stewardship** of the Council of Commissioners;
- ensures that the decisions of the EMSB are implemented and carries out the mandates entrusted to him by the latter.

The Director General acts as the link between the Council of Commissioners and the various sectors of activity of the EMSB while ensuring the day-to-day management of the EMSB's activities and resources. To this end, he exercises authority over the staff required for the operations of the EMSB.

The Director General shall evaluate annually the performance of the Assistant Directors General and of the **Senior Staff Members** under his direct authority. He shall also oversee the yearly evaluation by their respective immediate superior of the other **Senior Staff Members** as well as the **Administration of the EMSB**.

### **15.1.1 Evaluation of the Director General by the Council of Commissioners**

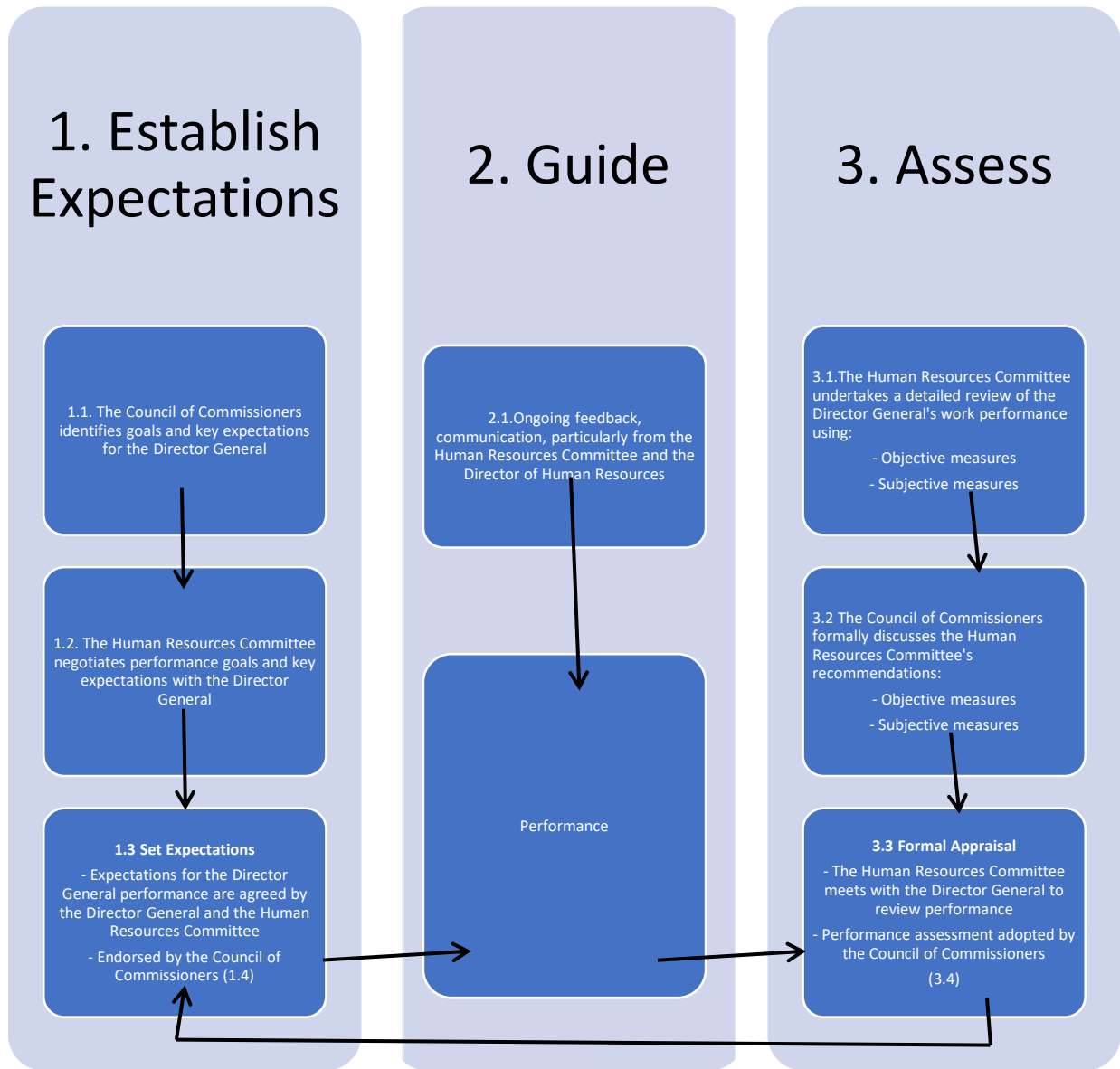
#### **15.1.2 General Principles**

The purpose of the evaluation of the Director General is:

- to promote professional excellence and to improve his competencies;
- to provide feedback, to encourage him;
- to review progress towards his objectives and to guide his activities in the areas of efforts to improve his skills;
- to encourage ongoing dialogue and ensure a harmonious understanding of the expectations of the Director General and the Council of Commissioners;
- to highlight the achievements and successes of the Director General.

The Council of Commissioners relies on the principles established in this By-Law to assess the extent to which the Director General has been able to fulfill his responsibilities. As such, any decision of the Council of Commissioners concerning the work performance assessment of the Director General is based on the content of this By-Law.

The evaluation process of the Director General is composed of three (3) steps, as described below:



### **15.1.3 Process of Evaluation of the Director General**

The various steps illustrated above are the following:

#### **1. Establishing the Expectations**

##### **1.1 Identification of the Expectations of the Council of Commissioners**

Every year in August, the Council of Commissioners meets with the Director General to discuss the process of goal setting. At that meeting, the Director General reports on his achievements for the past year in a presentation to the Council of Commissioners.

The Director General proposes organizational objectives for the year to come and a statement of vision or goals for the EMSB as well as personal goals. These objectives shall be consistent with the EMSB's Strategic Plan.

Based notably on the presentation of the Director General, as well as the organizational objectives of the EMSB, the Council of Commissioners sets the standards that outline the responsibilities and expectations of the Director General and measures his performance against the same standards.

The Council of Commissioners informs the Human Resources Committee of the goals and the key expectations discussed with the Director General and establishes the timeline for the evaluation process of the Director General.

##### **1.2 Review of the Expectations by the Human Resources Committee and the Director General**

In September, the Human Resources Committee meets with the Director General to present the goals and key expectations identified for the upcoming year.

##### **1.3 Agreement of the Expectations between the Human Resources Committee and the Director General**

The Human Resources Committee and the Director General agree on the goals and expectations for the upcoming year, based on his presentation to the Council of Commissioners and the Council of Commissioners' orientations.

##### **1.4 Approval of the Expectations by the Council of Commissioners**

At the latest on September 30<sup>th</sup>, the Council of Commissioners reviews the proposed objectives and formulates the recommendations it deems appropriate, requests modifications if necessary, and then gives its approval. A resolution is adopted by the Council of Commissioners identifying the goals and expectations.



Once the goals and expectations are set for the upcoming school year, they cannot be modified unless the Council of Commissioners, the Human Resources Committee, the Director of Human Resources and the Director General all agree.

## **2. Guiding the Progress**

### **2.1 Ongoing Feedback to the Director General**

Throughout the year, the Human Resources Committee discusses with the Director General of the progress made in achieving his objectives, of the organizational and personal issues, of any significant problems that may occur within the School Board as well of any concerns related to the performance of the Director General.

Throughout the evaluation process of the performance of the Director General, the Council of Commissioners is working in collaboration with the members of the Human Resources Committee.

During the months of December and March, the Chair of the Human Resources Committee reports to the Council of Commissioners on the progress made by the Director General and the achievement of the goals and expectations.

## **3. Assessing the Work Performance**

### **3.1 Review of the performance by the Human Resources Committee and the Director General**

During the month of April, the Director General reports on his achievements in a presentation to the Human Resources Committee, to whom he submits a written self-assessment.

Before the end of April, the members of the Human Resources Committee individually complete the prescribed performance evaluation document and submit it to the Chair of the Human Resources Committee. The members of the Committee are encouraged to provide their comments and suggestions in the performance evaluation document.

The Human Resources Committee prepares a preliminary evaluation of the performance of the Director General and shares it with the Director General in order to obtain his input.

### **3.2 Recommendation of the Human Resources Committee to the Council of Commissioners**

In June, the Chair of the Human Resources Committee presents its report to the Council of Commissioners. The report of the Committee shall include the Director General's self-assessment performance evaluation, the performance evaluation document filled in by each member of the Committee and its recommendation on the final assessment of the Director General's work performance in consideration of the progress made and the achievement of the goals and key expectations set by the Council of Commissioners at the beginning of the school year.

### **3.3 Final Assessment of the Director General by the Human Resources Committee**

Based on the comments received from the Council of Commissioners, the Human Resources Committee conducts a formal annual performance evaluation of the Director General. The formal annual performance is the final step in an ongoing process and synthesizes the performance of the Director General during the school year.

A final evaluation report is completed, which should take into consideration the comments of the Director General.

### **3.4 Approval of the Work Performance Assessment by the Council of Commissioners**

Before June 30<sup>th</sup>, the Chair of the Human Resources Committee submits its final report on the evaluation of the Director General to the Council of Commissioners for approval.

The Council of Commissioners accepts the recommendation of the Human Resources Committee and endorses the evaluation. A resolution is adopted by the Council of Commissioners.

If the Council of Commissioners fails to implement the recommendation of the Human Resources Committee, reasons for the refusal shall be given at the meeting at which the recommendation is rejected. An Ad Hoc Committee is then constituted by the Council of Commissioners to review the process of the Director General's evaluation by the Human Resources Committee.

The Ad Hoc Committee is composed of the Chair of the Council of Commissioners, the Chair of the Human Resources Committee, the Director of Human Resources, the Director General and an external consultant in Human Resources matters chosen by the Director of Human Resources.

At the latest on August 15<sup>th</sup>, the Chair of the Ad Hoc Committee presents its reports to the Council of Commissioners and recommends a final evaluation of the Director General's work performance. The Council of Commissioners receives the final evaluation and sees that it is duly filed in the Director General's personnel file. A resolution is adopted to the effect by the Council of Commissioners.

## **15.2 Assistant Directors General**

Under the authority of the Director General, the Assistant Directors General shall perform any duties and functions defined by the Director General in relation to the administration of the EMSB' activities, programs and resources.

The position of Assistant Director General includes, but is not limited to, the following responsibilities:

- Participation in the development of the objectives and Policies of the EMSB and coordinate their application in consultation with the Directors of Services/Departments under his authority;
- Supervision and guidance of the **Administration of the EMSB**, as well as the proper functioning and development of the institutions of the EMSB;
- Development and monitoring of the budgets of the Services/Departments under his authority in order to optimize resources and control expenditures;
- Management, mobilization, control and performance evaluation of the personnel under his authority;
- Supporting the Services/Departments in all matters related to his dossiers.

## **16. ROLES AND RESPONSIBILITIES OF THE SENIOR STAFF MEMBERS**

### **16.1 Sector Directors**

Sector Directors supervise the implementation of the *Education Act* and of the Basic School Regulation in conjunction with the other Services/Departments of the EMSB and provide feedback on the needs of the schools/centres under his authority consistent with the mission of the EMSB.

They provide assistance and oversee proper school budget analysis and spending, as well as the needs of the schools regarding building maintenance.

The main roles and responsibilities of the Sector Directors include namely the following:

- implementation of all EMSB By-Laws and Policies;
- liaison between the EMSB and the schools/centres communities;
- partnerships with various community organizations to offer programs, including vocational programs within those communities;
- liaison between the EMSB and the Governing Boards;
- liaison between the EMSB and the EMSBPC;
- approval of interboard agreements;
- oversee schools budget and allocation of funds for the schools/centres under their authority;
- oversee the special projects and dossiers impacting the schools/centres;
- coaching and evaluation of the Principals and Vice-Principals under their authority;
- oversee student enrollment and assist with staff allocation;
- verification and authorization of project requests in schools/centres;

- follow-up of fees charged to parents, as approved by the Governing Boards;
- management of all aspects of school trips;
- management of specific aspects of Governing Boards, to the exclusion of aspects overseen by the office of the Secretary General;
- follow-up on the constitution of Governing Boards in all schools and centres of the EMSB;
- any other tasks delegated to them as per By-Law No. 10 (Delegation of Powers).

In collaboration with the Department of Human Resources and Talent:

- award of administrative and disciplinary measures to employees under their authority, the whole in accordance with By-Law No. 10 (*Delegation of Powers*);
- organization, implementation and follow-up on professional development for the employees under their authority;
- participation in the elaboration of the staffing plans of all employee groups.

## 16.2 Secretary General

The Secretary General supports the political and administrative bodies, notably, the Council of Commissioners, the EMSBPC, the ACSES, the **Administration of the EMSB**. In collaboration with the Chair, he coordinates the activities of the Council of Commissioners (*Education Act*, s. 259, par. 2).

The roles and responsibilities of the Secretary General include notably but are not limited to:

- is the guardian of the application of the legal and regulatory framework for the governance of the EMSB;
- provides support to the various departments of the EMSB in the development of Policies;
- ensures coherence and consistency of By-Laws and Policies across the EMSB;
- is responsible for the entire EMSB of the application of the *Act respecting access to documents held by public bodies and the protection of personal information* (R.S.Q., c. A-2.1), including the maintenance of a registry of access to information requests;
- supports the Governance and Ethics Committee in the exercise of its functions, namely with regard to the professional development of the **Commissioners**;
- in collaboration with the Governance and Ethics Committee, follows the self-evaluations of **Commissioners**, including evaluations of the Council's Committees and their individual members;
- follows declarations of **Conflicts of Interest** of the **Commissioners** and the members of the Governing Boards and reports any conflicting situations to the Director General;
- manages specific aspects of Governing Boards, to the exclusion of the aspects overseen by the Sector Directors. As examples, the Secretary General oversees the establishment of the Governing Boards, their composition and ensures the proper follow-up on the Declarations of the **Conflict of Interests** of Governing Boards' members.
- Develops, implements training for members of the Governing Boards;

- provides support and assistance to the returning officer in his functions with regard to school elections;
- controls and manages all aspects of complaints to the Student Ombudsman;
- controls and manages all aspects of complaints to the Ethics Commissioner;
- controls and manages all aspects of complaints to the Designated Officer;
- controls and manages all aspects of complaints filed under sections 9 to 12 of the *Education Act*;
- controls, manages and maintains registries of complaints received by the EMSB, including complaints under his control and authority;
- follows up on all forms referred to in the present By-Law and to be signed by Commissioners and/or members of the Governing Boards and reports to the Director General and maintains a Registry to that effect.

### **16.3 Director of Internal Audit**

The Director of Internal Audit is responsible for implementing independent and objective consultations designed to add value and improve the operations of the EMSB and institutions, adopting a structured approach to assess and improve the effectiveness of risk management, control and governance processes.

The Director of Internal Audit has a functional reporting relationship to the Audit Committee and reports to the Director General for administrative purposes.

#### **16.3.1 Responsibilities**

The key responsibilities of the Director of Internal Audit include the following:

- manage resources and audit assignments;
- objectively review the School Board's operation processes;
- compile and implement the annual Internal Audit Plan;
- develop, review and update Policies under his supervision;
- identify and evaluate the efficiency of risk management procedures that are currently in place;
- conduct ad hoc investigations into identified or reported risks;
- reduce all business and financial risks through effective implementation and monitoring of controls;
- protect the EMSB's assets from fraud, theft and cyberattacks;
- develop, implement and maintain internal audit policies and procedures in accordance with best practices;
- make recommendations on how to improve internal controls and governance processes;
- set goals, evaluate performance and provide support as needed to staff under his authority.

## 16.4 Other Senior Staff Members - Administrators

The **Senior Staff Members - Administrators** are under the immediate authority of the Director General or the Assistant Directors General designated by the Director General or the Director of the Department/Service they belong to (in case of the Assistant Directors).

They have the overall responsibility and accountability for the activities of their Service/Department.

### 16.4.1 Responsibilities

The **Senior Staff Members - Administrators** assist the Director General and the Assistant Directors General in the identification of issues and activities at risk in their Service or Department and participate in the planning of the EMSB's activities, in accordance with the principle of **subsidiarity**. More specifically but not limited to, the **Senior Staff Members - Administrators**:

- assist and advise the **Senior Executive Staff Members** and the other **Senior Staff Members** in relation to their area of expertise and responsibilities;
- at the request of the Director General, attend as an **Observer** to the meetings of the Council of Commissioners and its Committees;
- establish yearly objectives, directions and strategies for their area of responsibilities;
- in link with their respective sphere of activities, update and develop appropriate Policies, directives and action plans and ensure their implementation;
- ensure the application of relevant laws and regulations;
- direct, control and evaluate the performance of the staff under their authority, in accordance with the EMSB's overall Human Resources management strategy;
- on an annual basis, self-assess their personal work performance as well as the work performance of their Service/Department and report to their immediate superior, namely the Director General, the Assistant Director General or the Director of the Department/Service they belong to (in case of the Assistant Directors);
- coordinate and oversee the budget allocated for his Service/Department and control the expenditures, the whole according to the EMSB's By-Laws and Policies, and more specifically those regarding delegations of powers and authorities;
- assume any other responsibility compatible with their duties delegated to them by the Director General, the Assistant Directors General and the Director of the Service/Department they belong to (in case of the Assistant Directors).

In addition to their general responsibilities, the **Senior Staff Members - Administrators** of the EMSB may have specific functions and powers attributed to them by the *Education Act* or delegated to them by the Council of Commissioners and/or the Director General, such as the following:

- functions and powers relating to Educational Services provided in schools (according to s. 221 and ss. of the *Education Act*);

- functions and powers relating to Educational Services provided in vocational training centres and adult education centres (according to s. 245 and ss. of the *Education Act*);
- functions and powers relating to community (according to s. 255 and ss. of the *Education Act*);
- functions and powers relating to human resources (according to s. 258.1 and ss. of the *Education Act*);
- functions and powers relating to material resources (according to s. 266 and ss. of the *Education Act*);
- functions and powers relating to financial resources (according to s. 274 and ss. of the *Education Act*);
- functions and powers relating to student transportation (according to s. 291 and ss. of the *Education Act*).

### **16.5 Senior Staff Members – In-School Administrators**

Under the authority of the Sector Directors and ultimately the Director General, the **Senior Staff Members - In-School Administrators** include the Principal of a school, a vocational training centre or an adult education centre as well as their Vice-Principals. Their roles and responsibilities are well defined in the *Education Act* and shall always be interpreted in conjunction with the principle of **subsidiarity**:

The key responsibilities of the **Senior Staff Members - In-School Administrators** include the following:

- ensure the quality of services provided to the students;
- ensure the pedagogical and administrative leadership (planning, organization, direction, control and evaluation) of their institution for all programs, activities and human resources, financial and material resources in compliance with the policies and rules of the EMSB;
- assist the Governing Board in the exercise of their functions and powers;
- coordinate the analysis of the school or centre's current situation, as well as the development, execution and periodic evaluation of its educational project;
- define the annual work plan, carry it out, anticipate the human, financial and material resources required and present an annual report;
- when participating as a member of an Advisory Committee of the EMSB, assist and advise the Director General and/or the Chair and Vice-Chair of the said Committee, with regard to their responsibilities;
- represent their institution on internal and external Committees;
- participate in the development of objectives and Policies of the EMSB;
- according to the EMSB's Human Resources Policies on staff evaluation, evaluate the staff of their school and more particularly their Vice-Principal and report to their Sector Director and the Director General on their findings;
- provide their Sector Director with an annual self-assessment of their work performance, including their needs in continuing education and their participation on Advisory Committees.

## **17. RULES GOVERNING SCHOOL BOARD ACTIVITIES DURING SCHOOL ELECTIONS**

### **17.1 Generalities**

As specified in this By-Law, **Commissioners** to the exclusion of the Parent **Commissioners** are elected in virtue of the *Act respecting school elections* (R.S.Q., c. E 2.3).

Therefore, it is absolutely essential to uphold trust in the electoral process and to promote public confidence in the electoral process by ensuring that procedures and decision-making processes are transparent, eliminate the appearance of impropriety, and limit the possibility of electoral fraud, corruption and/or favoritism.

Five main principles embody what can be considered the ethical framework for the conduct of elections:

- independence
- impartiality
- transparency
- professionalism, and
- sustainability

Various actors play important roles within the electoral process and the respect of each of these individual's roles is primordial to the success of this process.

#### **17.1.1 General Communications During School Elections**

All information regarding namely but not limited to the election of members to the Council of Commissioners, public notices, forms for candidates, related laws, By-Laws and general information pertaining to school elections will be made available on a special section of the EMSB's official website.

Legal public notices regarding elections will also be published in a newspaper that is distributed on the territory of the EMSB.

### **17.2 The Returning Officer**

The Director General of the School Board is the returning officer *ex officio*, as per section 22 of the *Act respecting school elections*. He may refuse to act as such only with the authorization of the Council of Commissioners, who shall, in that case, appoint another person to replace him.

In the latter case, the Returning Officer is appointed by resolution of the Council of Commissioners. In order to avoid any **Conflict of Interest** or appearance thereof, the Council of Commissioners shall appoint an independent Returning Officer.



The selection process for the external Returning Officer is managed by the Secretary General and overseen by the Director General, who will make a recommendation to the Council of Commissioners for the appointment of the Returning Officer. If the Council of Commissioners fails to implement the recommendation of the Director General, it shall give reasons for its decision at the meeting at which the recommendation is rejected.

The functions and powers of the Returning Officer are defined in the *Act respecting school elections*.

As a general principle, the Returning Officer is responsible for organizing and holding electoral events for the elections held at the EMSB. He oversees all activities required for the smooth functioning of the elections. He also ensures that voters and candidates are able to fully exercise their rights.

### **17.3 The Secretary General**

The Secretary General assists and provides support to the Returning Officer and ensures that his decisions are duly implemented.

The Secretary General shall keep the documents relating to the election and received from the Returning Officer for one year from their transmission or, if the election is contested, for one year from the decision on the contestation.

### **17.4 The Director General**

The Director General shall exercise total independence from candidate teams or personal affiliations and refrain from making any comments or taking any actions that could be interpreted as any appearance of lack of independence.

The Director General oversees the selection process of the external Returning Officer and recommends a candidate to the Council of Commissioners for final approval.

### **17.5 The Commissioners**

In view of the principles established in the present By-Law regarding the independence of the school elections process, the **Commissioners** shall respect the following rules:

- the contacts of **Commissioners** with the Returning Officer are restricted during the electoral period and shall be limited to present themselves as candidates (authorization and nomination papers);
- any contact between **Commissioners** and the employees of the EMSB are prohibited during the electoral period;

- the Council of Commissioners and the Executive Committee shall not sit during 35 days before the polling day in a general school election, unless a fortuitous event necessitating its intervention occurs, or to comply with an obligation imposed by law. Deliberations during such a sitting shall pertain only to such event;
- no repercussions tied to (dis)loyalty to a specific team or **Commissioner** can be exercised against the Director General and/or against any employee of the EMSB.

### **17.6 All Employees of the EMSB**

No employee of the EMSB may engage in partisan work in relation to an election for a seat on the EMSB Council of Commissioners.

Attending a meeting of the candidates on a recognized ticket, making a contribution to a candidate or affixing a signature in support of a nomination or an application for authorization is not partisan work.

Any employee of the EMSB who engages in partisan work is guilty of an offence.

On the first day after the declaration of the elections, the Returning Officer shall inform in writing all employees of the EMSB of their obligations during the elections. This notice shall include the relevant extracts of the applicable legislation.

## **18. COMING INTO FORCE OF THE BY-LAW**

The present By-Law comes into force on the day of the publication of a public notice of its adoption by the Council of Commissioners or on any later date indicated in the notice and will be reviewed if required.

The present By-Law replaces all previous and current versions of the following EMSB Policies:

- SG-3: *Oath of Confidentiality by Observers from Board's Consultative Groups*, adopted by Resolution #81-11-25-10b(ii)
- SG-6: *Structure of Committees (2018)*, adopted by Resolution #18-09-26-7
- SG-8: *School Board Elections*, adopted by Resolution #98-05-26-10.1