

POLICY 8

BOARD COMMITTEES

Committees are established by the Board to assist in the governance of the Division, particularly in facilitating the decision-making of the Board. Committees have no legal power unless they are empowered by the Board to act on its behalf. Furthermore, committees are not intended to do the work of administration. The Board may appoint Standing Committees and Ad Hoc Committees and shall prescribe their powers and duties.

Specifically

1. Standing Committees: Guidelines

- 1.1. Standing committees are usually established by the Board at its annual Organizational Meeting and will be provided with clear terms of reference.
- 1.2. Each standing committee shall consist of three (3) Trustees, unless otherwise noted, with at least one (1) Trustee from 2 of 3 wards on each standing committee.
- 1.3. The members of each committee will be elected, usually at the annual Organizational Meeting of the Board by a majority of the Trustees in attendance. The term of appointment to committees shall end at the date of the next Organizational Meeting.
- 1.4. Each standing committee shall elect its own chair.
- 1.5. The Board Chair shall be an ex-officio member of all Board committees with full participation and voting rights.
- 1.6. The Superintendent or designate will attend all committee meetings and activities.
- 1.7. All Trustees may attend any committee meetings and, with the consent of the committee, take part in the discussion but not be entitled to vote. The Negotiations and Salaries Committee is the only exception to the aforementioned.
- 1.8. If the work of two or more committees overlaps, Trustees involved in each committee will consult with each other prior to presenting a recommendation to the Board.
- 1.9. In preparing recommendations for the Board's consideration, committees are to consult with the Superintendent and through the Superintendent with those staff members directly involved with the matter on which a recommendation is to be made.
- 1.10. Each committee Chair is responsible for reporting to the Board at its regular meetings and for conducting the committee in accordance with Board policy and committee terms of reference.

1.11. A record of the proceedings of committee meeting shall be taken and maintained.

2. Standing Committees: Terms of Reference

2.1. Board Committee of the Whole

The Board Committee of the Whole is established as a standing committee of the Board. Membership includes all Trustees and the Superintendent and/or designate(s). Meetings will be held monthly, as required, to a maximum of ten meetings per year dependent upon agenda items. Agenda items can include, but are not limited to, the areas of Finance, Facilities and advocacy.

2.1.1. Purpose

- 2.1.1.1. To allow the Board to explore matters to much greater depth than can be accomplished in a scheduled regular meeting of the Board.
- 2.1.1.2. To solicit and receive information from the Superintendent relevant to the development of various system activities and plans.

2.1.2. Powers and Duties

- 2.1.2.1. Make recommendations for agenda items for subsequent Board meetings.
- 2.1.2.2. Maintain confidentiality of proceedings unless otherwise stated.

2.2. Audit Committee

2.2.1. Purpose

- 2.2.1.1. To assist the Board and the Superintendent in fulfilling their oversight responsibilities for the financial reporting process, the system of internal control over financial reporting, the audit process (including Public Sector Accounting Standards (PSAS) compliance), and monitoring the Division's compliance with laws and regulations pertaining to financial operations.

2.2.2. Powers and Duties

- 2.2.2.1. The Committee has the authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:
 - 2.2.2.1.1. With the consent of the Board, retain outside counsel, accountants or others to advise the Committee or assist the conduct of an investigation.
 - 2.2.2.1.2. Seek any information it requires from employees – all of whom are directed to cooperate with the Committee's request or that of associated external parties.
 - 2.2.2.1.3. Meet the Division officers, external auditors or outside counsel as necessary.

2.2.2.2. The Committee will carry out the following responsibilities:

2.2.2.2.1. Financial statements

- 2.2.2.2.1.1. Review significant accounting and reporting issues, including complex or unusual transactions.
- 2.2.2.2.1.2. Review with management and the auditors the results of the audit, including any difficulties encountered.
- 2.2.2.2.1.3. Review the annual financial statements, and consider whether they are complete, consistent with the approved budget for the school year in question and other information known to Committee members, and reflect appropriate accounting principles; and
- 2.2.2.2.1.4. Review with management and the auditors all matters required to be communicated to the entire Board.

2.2.2.2.2. Internal Control

- 2.2.2.2.2.1. Consider the effectiveness of the Division's internal controls over annual reporting, including information technology security and control; and
- 2.2.2.2.2.2. Understand the scope of the auditor's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

2.2.2.2.3. Audit

- 2.2.2.2.3.1. Review the auditor's proposed audit scope and approach.
- 2.2.2.2.3.2. Review the performance of the auditors, and provide recommendations to the Board concerning the final approval on the appointment or the discharge of the auditors.
- 2.2.2.2.3.3. On a needs basis, meet separately with the auditors to discuss any matters that the Audit Committee or auditors believe must be discussed privately.

2.2.2.2.4. Compliance

- 2.2.2.2.4.1. Review the findings of any examination by regulatory agencies and any audit observations.

2.2.2.2.4.2. Obtain regular updates from management and Division legal counsel regarding compliance matters.

2.2.2.2.4.3. Obtain and review from legal counsel an update on any outstanding legal matters that may have a significant impact upon Board operations.

2.2.3. Membership

2.2.3.1. Three (3) Trustees; one (1) of the three Trustees will act as the Chair of the Audit Committee.

2.2.3.2. Two (2) members of the general public, who are independent to the Division, have no relationship to the audit firm and who are financially literate.

2.2.4. Meetings

2.2.4.1. The committee will meet at least once a year, with authority to convene additional meetings, as circumstances require.

2.2.4.1.1. All committee members are expected to attend each meeting, in person or via tele- or video-conference.

2.2.4.1.2. The Committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary.

2.2.4.1.3. It may hold private meetings with auditors and executive sessions.

2.2.4.1.4. Minutes of meeting will be prepared. Committee reports shall be provided at a meeting of the Board. The secretarial function will be determined by the Superintendent or designate.

2.3. Negotiations and Salaries Committee

The committee shall:

2.3.1. Negotiate/review with employees or representatives thereof on matters pertaining to salaries, contracts and other terms of employment.

2.3.2. Review the provisions current agreements and undertake such research as may be required for developing proposals.

2.3.3. Submit and receive proposals during the negotiation process, and discuss and modify proposals.

2.3.4. Engage such professional or other assistance as may be required to facilitate and complete negotiations, within any limits established by the Board.

2.3.5. Bargain in good faith on all terms and conditions of employment related to new agreements.

2.3.6. Reach tentative agreement on the total collective agreement in accordance with any guidelines established by the Board, subject to final review, ratification or rejection by the Board.

- 2.3.7. Report regularly to the Board regarding the status of negotiations.
- 2.3.8. Authorize the Chair of the Negotiations Committee to serve as spokesperson for the committee.

2.4. Teacher-Board Advisory Committee

The committee shall:

- 2.4.1. Consist of one teacher from each school, designated Board member(s), and the Superintendent or his/her designate.
- 2.4.2. Promote overall teacher-Board-administration relations through direct communications on matters of common concern.
- 2.4.3. Make recommendations, at its discretion, to the teachers, Board and Superintendent on matters not under negotiations.
- 2.4.4. Meet initially within the first two (2) months of the school year. Further meetings shall be upon the request of either party.

Note: This committee is referenced in the Collective Agreement.

3. Ad Hoc Committees and Task Forces

- 3.1. The Board may establish ad hoc committees and task forces for a specific purpose or function. The term of appointment shall end upon completion of the designated purpose or function, or at the Board's discretion.
- 3.2. Membership, chairmanship and terms of reference for ad hoc committees and task forces will be approved by the Board at the time of formation.

Legal Reference: Section 33, 34, 37, 51, 52, 53, 64, 67, 222 Education Act
Collective Agreements