

EDMONTON PUBLIC SCHOOLS

October 14, 2008

TO: Board of Trustees

FROM: Trustee G. Rice, Public School Boards' Council Representative

SUBJECT: Public School Boards' Association of Alberta Fall General Meeting

RESOURCE

STAFF: Anne Sherwood

RECOMMENDATION

That board support for the proposed PSBAA 2009 fee schedule and budget as outlined in Attachment #3 and #4 be approved.

* * * * *

The PSBAA Annual General Meeting business session is scheduled for Saturday, October 18, 2008 at the Executive Royal Inn, Leduc and will include

- Consideration of the Minutes of the 2007 A.G.M. (Attachment #1)
- President and Executive Director Reports
- Report from the Standing Committee on the Foundation Program
- Consideration of the 2007 Financial Statements (Attachment #2)
- Appointment of the 2008 Financial Reviewer
- Consideration of the 2009 Fee Schedule and Budget Attachments #3, #4)
- Consideration of By-Law Revisions (Attachment #5)

It should be noted that voting is by board and one trustee must be designated to cast the board's ballot on any motions. Normally, the board's PSBC designate casts the board's ballot based on the views expressed by trustees present and the debate at the general meeting. The PSBAA has requested that boards reach a corporate decision with respect to the proposed budget and fee schedule prior to the meeting.

Financial Statements for December 31, 2007

The (unaudited) financial statements for December 2007 are attached as Attachment #2. A chartered accountant reviewed the financial statements. Our administration reviewed the statements and believes that they are in accordance with sound accounting principles.

Proposed Fee Schedule, 2009 – Draft Operating and Capital Budget, 2009 (Attachment #3 and #4)

The Management and Operations Committee is recommending the Fee Schedule for the fiscal year 2009, Attachment #3. Both the basic annual fee and the supplementary fees have been increased by approximately 3%. The district's fee for 2009 will be \$49,272 up 3% from the previous year. The draft expenditure budget for 2009 (Attachment #4) is \$604,226 up \$124,206 from the 2008 approved budget. The increase reflects the increase in revenue from two new memberships and a one time expenditure of \$60,000 relating to the recruiting of a new Executive Director. The deficit will be funded from the accumulated surplus of the Association, which stands at \$300,000.

Association Business and Resolutions

There are 5 proposed amendments to the bylaws (Attachment #5). If these amendments are adopted:

- The Management and Operations Committee will become the Executive Committee
- The Executive Committee will be enlarged from three to five members
- Amendment could be dealt with at a meeting of the PSBC or at the A.G.M.
- The ability of the Executive Committee to appoint an *ad hoc* committee will be explicit
- The definition of *Special Resolutions* will correspond to what is in the Societies Act
- The “coming into force” provision will be clarified that amendments to one or more bylaws come into effect at the adjournment of the meeting at which they are adopted.

AS:mmf

- Attachment #1 - Minutes of the 2007 Annual General Meeting
- Attachment #2 - Financial Statements for the Year Ended December 31, 2007
- Attachment #3 - 2009 Proposed Fee Schedule
- Attachment #4 - PSBAA Operating and Capital Budget 2009
- Attachment #5 - Proposed Amendments to the Bylaws



**Minutes of the 2007 Annual General Meeting
of the Public School Boards' Association of Alberta
Sunday, November 18th, 2007
(Sutton Place Hotel, Edmonton)**

1. Welcome and Introductions by the President – Don Fleming

The President called the meeting to order at 9:00 a.m.

Following the singing of O Canada, the membership read the Foundation Statement. One minute of silence was observed to reflect and to remember those who have served with us.

The Sturgeon Composite High School Concert Band performed two numbers before the start of business.

Tammy Day, Returning Officer, was called upon to explain the election process. Elections for the President, 1st Vice-President and 2nd Vice-President, will be held following lunch.

The President introduced the other members of the Management and Operations Committee – Steve Noskey (Northland School Division) 1st Vice-President, and Barb Johnson (Wetaskiwin Regional Public Schools) 2nd Vice-President.

2. Adoption of the Minutes of the 2006 A.G.M.

It was moved by Karen Prokopowich (Grande Prairie Public School District) and CARRIED, THAT the Minutes of the 2006 Annual General Meeting be approved and adopted as circulated.

(A typing error was noted on page 1. Under 4. Red Deer School District should read Red Deer Public Schools.)

3. Adoption of the Agenda

It was moved by Lawrence Lee (Red Deer Public Schools) and CARRIED, THAT the agenda proposed for the 2007 Annual General Meeting be adopted.

The President advised that, following the presentation of his report, Steve Noskey would take the Chair.

4. Report of the President – Don Fleming

The President gave his report (copy attached) and upon the conclusion asked for questions and/or comments from the floor.

Steve Noskey took the chair.

It was moved by Terry Riley (Medicine Hat School District) and CARRIED, THAT the report of the President be received.

Don Fleming returned as Chair. The other members of the Management and Operations Committee were given the opportunity to make comments. Both declined.

5. Report of the Executive Director - David King

The Executive Director gave his report (copy attached), following which he asked for questions and/or comments from the floor.

It was moved by Ernie Wynychuk (St. Albert Protestant Schools) and CARRIED,
THAT the report of the Executive Director be received.

**6. Report of the Standing Committee – Values, Character Formation and Respect for Faith and Religion
– Greg Butt**

Greg Butt, Chair of the VCR Committee was called upon to provide a report. For the benefit of the new trustees, he provided some background information and provided an update (copy attached). He indicated that Safe and Caring schools is looking for people to participate in focus groups as part of their policy review. Anyone that is interested is asked to provide their name to the Association office.

It was moved by Jeff Thompson (Ft. McMurray Public School District) and CARRIED,
THAT the report of the VCR Standing Committee be received.

7. Approval of the Financial Statements for the Fiscal Year January 1st, 2006 to December 31st, 2006.
The newly appointed Chair of the Financial Review Committee, Mr. Bill Schulte, Secretary-Treasurer of the Battle River School Division, was unable to attend the meeting. In his absence, Steve Noskey, a member of the Financial Review Committee, read the report which had been prepared by the Chair of the Financial Review Committee, and presented the Financial Statements for the fiscal year January 1st, 2006 to December 31st, 2006.

It was moved by Steve Noskey (Northland School Division) and CARRIED,
THAT the Financial Statements for the Association, for the year January 1st, 2006 to December 31st, 2006 be received and approved as presented.

8. Appointment of an External Financial Reviewer for the 2007 Fiscal Year

It was moved by Steve Noskey (Northland School Division), and CARRIED,
THAT the firm of Dan Faber, Professional Corporation, be retained to conduct a review of the financial records of the Association for the Fiscal Year 2007 and to report on the same to the membership.

9. Adoption of the 2008 Fee Schedule

A copy of the 2008 proposed Fee Schedule was previously distributed to all members and a copy was provided in each registration package. The proposed 2008 Fee Schedule includes an increase in both the basic annual fee and the supplementary fees of 3%.

It was moved by Ernie Wynychuk (St. Albert Protestant Schools)
THAT the 2008 Proposed Fee Schedule recommended by the Management & Operations Committee be adopted.

Questions/Comments

• Lawrence Lee (Red Deer Public Schools) – asked if the student enrolment is FTE or actual head count
The Executive Director advised that it is FTE (Full Time Equivalency): it is also the number determined in the previous school year.

The motion to approve the 2008 Fee Schedule was put to a vote and CARRIED.

10. Adoption of the 2008 Budget

A copy of the proposed 2008 Budget was previously distributed to all members and a copy was also provided in each registration package. Also included in the conference package was a copy of the Standing Orders Respecting the Budget.

It was moved by Glenn Doonanco (Ft. McMurray Public School District)
THAT the proposed 2008 Budget be approved in principle.

David King, Executive Director spoke to the process of adopting the budget.

Questions/Comments

- Joan Trettler (St. Albert Protestant Schools) – has a concern regarding the staffing level of the Association and feels that the budget is being overly conservative at this time. She is not recommending any change to this budget.

The motion to approve the budget in principle was put to a vote and ADOPTED.

It was moved by Lynda Akers (Grande Yellowhead Regional Division)
THAT the Budget as a whole be adopted.

Questions/Comments

- Terry Riley (Medicine Hat School District) - Requested clarification as to why the communication budget for 2007 was more than double what is being budgeted for in 2008. The Executive Director advised that the responsible staff person had left the Association and the position has not been filled. Expenses planned in 2006 were incurred in 2007; there were no expenses planned in 2007 for 2008.
- A question was asked about recovery of event related expenses. It was explained by the Executive Director that the policy is to try to recover cost plus 10% from events (those events being the Annual General Meeting, Spring Issues Session, University 1, 2 & 3 and Inspirations). It has not been the policy of the Association to charge members for what are considered "core benefits" (eg. board orientation)
- Sue Huff (Edmonton Public Schools) – Why is no money being budgeted for the Standing Committees? The Executive Director replied that, in light of the tight budget, the work of Standing Committees was going to be suspended pending a complete review (purpose, terms of reference, composition, etc). This does not mean the Standing Committees are being done away with, only that we need to review/reconsider them.

The motion to adopt the Budget as a whole was put to a vote and CARRIED (unanimously).

It was moved by Karen Prokopowich (Grande Prairie Public School District)
THAT the Executive Director is directed not to exceed any amounts approved by this assembly for expenditures to advance the work of the Association except on the authority of the Management and Operations Committee as evidenced by a motion duly made, and adopted.

- Lynda Akers (Grande Yellowhead Regional Division) asked how boards would know if such a transaction took place. She indicated that it is important for boards to be aware if funds are being transferred from one area to another. The Executive Director advised that the Management and Operations Committee would need to approve any such transfer and that this would be reflected in the Minutes of the Management and Operations Committee. All minutes of the M&O Committee are brought to the PSBC Meetings. The Executive Director advised that he would ensure that the any such transfers would be brought to the attention of the PSBC reps.

The motion was put to a vote and CARRIED.

It was moved by Amanda Kelly (Canadian Rockies Public Schools)
THAT as of January 1, 2008, the rate paid by the Association as an honorarium in recognition of time spent at the work of the Association shall be:

- for time up to and including four hours in any one day, \$73.75;
 - for more than four hours and up to eight hours in any one day, \$147.50;
 - for telephone conference calls which are less than one hour in length, \$25.00;
 - for telephone conference calls which are one to two hours in length, \$36.88; and
 - for telephone conference calls which are two to four hours in length, \$73.75
- according to the operational policies of the Association.

(This does not apply to jurisdiction representatives on the Public School Boards Council. The Association does pay jurisdictions transportation/travel costs according to a formula but does not pay an honorarium to these representatives for attendance at Council meetings.)

It was moved by Ernie Wynychuk (St. Albert Protestant Schools)

THAT the rates be adjusted as follows:

- for time up to and including four hours in any one day, \$80.00;
- for more than four hours and up to eight hours in any one day, \$160.00;
- for telephone conference calls which are less than one hour in length, \$25.00 (no change);
- for telephone conference calls which are one to two hours in length, \$50.00; and
- for telephone conference calls which are two to four hours in length, \$80.00.

Questions/Comments

• Joan Trettler (St. Albert Protestant Schools) – It is necessary to increase the honorarium to be more in line with the value added that is represented by the involvement of the members of the M&O Committee.

The motion to approve the amendment was put to a vote and CARRIED.

The motion, as amended, was put to a vote and CARRIED.

It was moved by Dave Nelson (Buffalo Trail Public Schools) and CARRIED.

THAT the 1st Business Session be adjourned and that the remaining items on the agenda be tabled until we reconvene after lunch.

The meeting reconvened at 1:15 p.m.

11. Proposal to waive fees for Current Non-Members

In 2006 an offer to waive membership fees for non-members was made. Eight public boards accepted the offer and 7 boards made the decision to join the Association. Based on this success, the Management and Operations Committee is recommending the offer be extended again to those 10 public boards that do not belong to the PSBAA.

It was moved by Glenn Doonanco (Ft. McMurray Public School District) and CARRIED (unanimously) THAT the Public School Boards' Association of Alberta offer all public school jurisdictions in Alberta which are not currently members of the Association the opportunity to join the Association, on the following basis:

- a) the membership fee for the invited jurisdictions would be waived for 10 months (January 1st to October 31st, 2008), and an invited jurisdiction would be entitled to all of the benefits of membership and to participate in all of the activities of the Association as a full member, except that the Association would not make travel pool payments to such jurisdictions when they participate in the meetings of the PSBC; and,
- b) the Association would consider acceptance of the offer as acceptance of the Objects of the Association and agreement to be bound by the bylaws of the Association; and,
- c) jurisdictions that accept this offer and notify the Association by October 1st, 2008 of their intention to continue as members, and pay 15% of the applicable fee for 2008 shall continue as full members for the duration of 2008 including the AGM.

12. Election of Officers

The election was conducted by Tammy Day (Peace Wapiti Public School Division), Returning Officer. All candidates, as well as their nominators, had been given the opportunity to speak following lunch.

The membership will elect a President, and two Vice Presidents — First and Second

There was one nomination for the office of President. After calling three times for further nominations, it was moved by Jeff Thompson (Ft. McMurray Public School District) and CARRIED, THAT nominations cease.

Tammy Day declared **Don Fleming of Edmonton Public Schools** elected **President**, by acclamation, for a two year term.

There were two nominations for 1st Vice President. After calling three times for further nominations, it was moved by Karen Prokopowich (Grande Prairie Public School District), and CARRIED THAT nominations cease.

The nominees for election as 1st Vice President were:

- Barb Johnson, Wetaskiwin Regional Public Schools
- Dave Ellis, Clearview Public Schools

An election was conducted and after the votes were counted, Tammy Day announced that **Dave Ellis of Clearview Public Schools**, had been elected as 1st Vice President for a two year term.

There were four nominees for election as 2nd Vice President. After calling three times for further nominations, it was moved by Donna Peterson (Wolf Creek Public Schools), and CARRIED THAT nominations cease.

The nominees for election as 2nd Vice President were:

- Gail Holland, Red Deer, Public Schools
- Glenn Doonanco, Ft. McMurray Public School District
- Joyce Dvornek, High Prairie School Division
- Barb Johnson, Wetaskiwin Regional Public Schools

An election was conducted and after the votes were counted, Tammy Day announced that **Barb Johnson of Wetaskiwin Regional Public Schools**, had been elected as 2nd Vice President for a two year term.

It was moved by Dana McIntosh (Peace Wapiti Public School Division) and CARRIED THAT the election ballots be destroyed.

13. Recognitions

Don Fleming congratulated the new member of the Management and Operations Committee and called upon Dave Ellis, 1st Vice President to speak to the membership. The President thanked Steve Noskey for his contribution on the Management and Operations Committee.

14. Adjournment

There being no further business, the meeting was adjourned at 2:20 p.m.

**PUBLIC SCHOOL BOARDS'
ASSOCIATION OF ALBERTA**

Financial Statements

Year Ended December 31, 2007

(Unaudited)

PUBLIC SCHOOL BOARDS' ASSOCIATION OF ALBERTA

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Year Ended December 31, 2007

(Unaudited)

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REVIEW ENGAGEMENT REPORT

To the Members of Public School Boards' Association of Alberta

We have reviewed the statement of financial position of the Public School Boards' Association of Alberta as at December 31, 2007 and the statements of operations, net assets and cash flow for the year then ended. Our review was made in accordance with Canadian generally accepted standards for review engagements and, accordingly, consisted primarily of enquiry, analytical procedures and discussion related to information supplied to us by the Association.

A review does not constitute an audit and, consequently, we do not express an audit opinion on these financial statements.

Based on our review, nothing has come to our attention that causes us to believe that these financial statements are not, in all material respects, in accordance with Canadian generally accepted accounting principles.

Edmonton, Alberta
April 3, 2008



CHARTERED ACCOUNTANTS



PUBLIC SCHOOL BOARDS' ASSOCIATION OF ALBERTA

Chartered Accountants

Statement of Financial Position

December 31, 2007

(Unaudited)

	2007	2006
ASSETS		
CURRENT		
Cash	\$ 16,134	\$ 45,222
Term deposits	750,000	650,000
Accounts receivable	1,140	1,750
Accrued interest receivable	6,954	4,339
Prepaid expenses	-	604
	774,228	701,915
PROPERTY AND EQUIPMENT (Note 4)	32,557	41,082
	\$ 806,785	\$ 742,997
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	\$ 14,539	\$ 9,119
Employee deductions payable	6,086	5,143
Goods and services tax payable	860	1,739
RRSP contribution payable	18,012	8,000
Deferred revenue (Note 5)	357,420	381,451
	396,917	405,452
NET ASSETS		
INVESTED IN PROPERTY AND EQUIPMENT	32,557	41,083
INTERNALLY RESTRICTED (Note 6)	72,130	65,937
UNRESTRICTED	305,181	230,525
	409,868	337,545
	\$ 806,785	\$ 742,997

ON BEHALF OF THE BOARD

Director

Director

The accompanying notes are an integral part of these financial statements.

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PUBLIC SCHOOL BOARDS' ASSOCIATION OF ALBERTA

Statement of Operations

Year Ended December 31, 2007

(Unaudited)

	2007	2006
REVENUES		
Contract revenue	\$ 16,880	\$ 4,805
General meeting revenue	56,615	76,872
Interest	17,895	12,609
Leadership development	46,599	34,788
Membership	457,626	367,309
Public school boards' council	21,040	13,143
	616,655	509,526
EXPENSES		
Amortization	9,333	9,320
Committees	8,814	12,084
Communications	26,555	3,568
Computer repair	3,118	4,247
Dues and subscriptions	919	1,296
Insurance	3,097	2,905
Interest and bank charges	54	48
Management and Operations Committee	18,309	22,984
Meeting expenses (Schedule 1)	110,343	101,768
Office supplies	8,225	5,989
Public school boards' council	45,124	42,531
Professional fees	16,245	5,419
Rent	13,972	12,444
Staff travel and hospitality	10,072	11,772
Sub-contracts	1,256	-
Telephone and utilities	4,871	5,578
Wages and employee benefits	263,722	261,560
	544,029	503,513
EXCESS OF REVENUES OVER EXPENSES BEFORE THE FOLLOWING	72,626	6,013
LOSS ON DISPOSAL OF PROPERTY AND EQUIPMENT	(303)	(17)
EXCESS OF REVENUES OVER EXPENSES	\$ 72,323	\$ 5,996

The accompanying notes are an integral part of these financial statements.

PUBLIC SCHOOL BOARDS' ASSOCIATION OF ALBERTA

Statement of Changes in Net Assets

Year Ended December 31, 2007

(Unaudited)

	Invested in Property and Equipment	Internally Restricted	Unrestricted	2007	2006
BALANCE - BEGINNING OF YEAR	41,083	65,937	230,525	337,545	331,549
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENSES	(9,333)	-	81,656	72,323	5,996
INVESTMENT IN PROPERTY AND EQUIPMENT	807	(807)	-	-	-
INTERNALLY IMPOSED RESTRICTIONS <i>(Note 6)</i>	-	7,000	(7,000)	-	-
BALANCE - END OF YEAR	\$ 32,557	\$ 72,130	\$ 305,181	\$ 409,868	\$ 337,545

The accompanying notes are an integral part of these financial statements.

PUBLIC SCHOOL BOARDS' ASSOCIATION OF ALBERTA

Statement of Cash Flow

Year Ended December 31, 2007

(Unaudited)

	2007	2006
OPERATING ACTIVITIES		
Excess (deficiency) of revenues over expenses	\$ 72,323	\$ 5,996
Items not affecting cash:		
Amortization of property and equipment	9,333	9,320
Loss on disposal of property and equipment	303	17
	81,959	15,333
Changes in non-cash working capital:		
Accounts receivable	610	2,830
Prepaid expenses	604	6
Accrued interest receivable	(2,615)	(2,990)
Accounts payable and accrued liabilities	5,418	(340)
Employee deductions payable	943	132
Goods and services tax payable (recoverable)	(878)	2,030
RRSP contribution payable	10,012	-
Deferred revenue	(24,031)	82,247
	(9,937)	83,915
Cash flow from operating activities	72,022	99,248
INVESTING ACTIVITIES		
Purchase of property and equipment	(1,110)	(20,621)
Proceeds on disposal of property and equipment	-	1,163
Cash flow used by investing activity	(1,110)	(19,458)
INCREASE IN CASH FLOW	70,912	79,790
Cash - beginning of year	695,222	615,432
CASH - END OF YEAR	\$ 766,134	\$ 695,222
CASH FLOW SUPPLEMENTARY INFORMATION		
Interest paid	\$ 56	\$ 45
CASH CONSISTS OF:		
Cash	\$ 16,134	\$ 45,222
Term deposits	750,000	650,000
	\$ 766,134	\$ 695,222

The accompanying notes are an integral part of these financial statements.

1. PURPOSE

The Association is organized to support and promote the special interests of the public school boards of Alberta. Pursuant to paragraph 149(g) of the Income Tax Act, the Association is classified as a not-for-profit organization and is exempt from income tax.

2. CHANGE IN ACCOUNTING POLICIES

The Association adopted the provisions of CICA sections 3855, Financial Instruments - Recognition and Measurement, and 3865, Hedges on January 1, 2007 which address the classification, recognition and measurement of financial instruments and hedges in the financial statements. The classification of the Association's opening balances for financial instruments as at January 1, 2007 has resulted in no material gains or losses that require either separate presentation or recognition as a direct increase in net assets.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Instruments

The Association classifies its financial instruments into one of the following categories:

- Held-for-trading financial assets and liabilities that are initially measured at fair value and where subsequent changes in fair value are recognized in the statement of operations; and
- Held-to-maturity investments, loans and receivables, or other financial liabilities – all of which are initially measured at cost and where subsequent changes in cost are amortized utilizing the effective interest rate method.

The Association's financial instruments consist of cash, term deposits, accounts receivable, and accounts payable and accrued liabilities. Accordingly, the Association has classified its financial instruments as follows:

- Cash and term deposits are classified as held-for-trading and accordingly carried at fair value;
 - Accounts receivable are classified as loans and receivables, and accordingly carried at cost;
- and
- Accounts payable and accrued liabilities are classified as other financial liabilities and are currently carried at cost.

(continues)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property and equipment

Property and equipment are stated at cost less accumulated amortization. Property and equipment are amortized over their estimated useful lives at the following rates and methods:

Computer equipment	30%	declining balance method
Computer software	100%	declining balance method
Furniture and fixtures	20%	declining balance method
Video equipment	20%	declining balance method
Leasehold improvements	20%	declining balance method

The Association regularly reviews its property and equipment to eliminate obsolete items.

Revenue recognition

The Association uses the deferral method for reporting revenue. Funds received during the current period that pertain to a subsequent period are classified as deferred revenue. Other unrestricted contributions are recognized as revenue in the year received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Contributed Services

Volunteers contribute a substantial number of hours per year to assist the Association in carrying out its services. The contributed services are not recognized in these financial statements.

Measurement uncertainty

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Such estimates include providing for amortization of property and equipment. Actual results could differ from these estimates.

4. PROPERTY AND EQUIPMENT

	Cost	Accumulated amortization	2007 Net book value	2006 Net book value
Computer equipment	\$ 23,411	\$ 17,552	\$ 5,859	\$ 8,935
Computer software	4,258	4,258	-	-
Furniture and fixtures	24,444	20,199	4,245	5,330
Video equipment	15,975	4,473	11,502	14,377
Leasehold improvements	45,721	34,770	10,951	12,440
	\$ 113,809	\$ 81,252	\$ 32,557	\$ 41,082

PUBLIC SCHOOL BOARDS' ASSOCIATION OF ALBERTA

Notes to Financial Statements

Year Ended December 31, 2007

(Unaudited)

5. DEFERRED REVENUE

Deferred revenue consists of memberships received in the current operating year that are related to the subsequent year.

	Beginning	Additions	Allocated	Ending
Memberships	\$ 381,451	\$ 357,420	\$ 381,451	\$ 357,420

6. INTERNALLY RESTRICTED NET ASSETS

Property and Equipment Reserve: The Board has made provision for a property and equipment reserve. The annual allocation to the reserve was \$7,000 for 2006 and this amount was also allocated in 2007. All property and equipment acquisitions (including leasehold improvements) are to be made from the reserve. Computer software is not purchased using funds from this reserve. The net change of \$807 in the fund during the year is due to acquiring tinted security window coverings for \$1,110, and disposing of equipment with a net book value of \$303.

Property and Equipment Reserve

Balance, beginning of year	\$ 65,937	\$ 78,391
Funds allocated to reserve	7,000	7,000
Funds utilized	(807)	(19,454)
	\$ 72,130	\$ 65,937

7. COMMITMENTS

The Association has a rental agreement for their facility with the Board of Trustees of the Edmonton School District No.7. The agreement requires monthly payments in the amount of \$1,237.50 and expires on July 31, 2008.

PUBLIC SCHOOL BOARDS' ASSOCIATION OF ALBERTA

Meeting Expenses (Schedule 1)

Year Ended December 31, 2007

(Unaudited)

	2007	2006
EXPENSES		
General meeting	\$ 67,933	\$ 67,374
Inspirations	682	1,041
Leadership development	41,728	33,353
	\$ 110,343	\$ 101,768

The accompanying notes are an integral part of these financial statements.

The Public School Boards' Association of Alberta
2008 Annual General Meeting
Proposed Fee Schedule and Budget

This covering memo is attached to the Fee Schedule and Budget which is being proposed to the Association for 2009.

1. the Fee Schedule

The proposed fee schedule reflects a 3% increase in membership revenue for 2009, assuming the same number of members as in 2008. From the beginning of the Association, the fee schedule has had two components: the Basic Annual Fee; and, a Supplementary Fee which is based on enrollment.

The Basic Annual Fee is proposed to increase from \$3,350.00 (2008) to \$3,450.00 (2009), an increase of \$100.00 or 2.985%.

The Supplementary Fee is proposed to increase 3%, rounded to the nearest dollar.

For every member, the fee increase will be within 2/100 of 3%.

2. the Budget

The proposed budget results in a proposed deficit of \$46,644.00, and it is proposed to fund this deficit by drawing on the accumulated surplus of the Association (currently, just over \$300,000.00).

The proposed deficit is entirely the result of budgeting for one-time only expenses associated with recruiting a new Executive Director (\$60,000.00). It is anticipated that such costs may include: advertising; hiring a consultant; employing a new staff person for part of 2009 as part of a transition plan.

In other words, except for these one-time costs, the budget would project a modest surplus for 2009.

The proposed budget assumes that the Association will have the same number of members in 2009 as in 2008.

The proposed budget assumes that contract revenue will decline in 2009 (from \$5,000.00 to \$1,000.00) since we are not likely to be engaged in post-election board orientation or superintendent recruitment as we were in 2007 and 2008.

Salaries are budgeted to increase 3% in 2009. Employee benefits are projected to increase as the second stage of an RRSP contribution plan is implemented, a new employee becomes a full participant in the plan, and there is the likelihood of another senior executive employee becoming a part-year participant in the program.

The Management and Operations Committee has directed that a review be conducted of our compensation structure. This review is underway but it is not completed. The proposed budget includes a limited amount of money (\$5,000.00) that could be used when the M&O Committee has received a report and made decisions.

Staff travel and Hospitality is proposed to increase from \$10,000.00 to \$15,000.00. This reflects increased costs and a plan to travel more in 2009. Travel in 2007 and 2008 has been less than the long term average. It is proposed to increase the rate for car travel from \$.45/km to \$.50/km. This impacts the cost of staff travel, the travel of the M&O Committee and the cost of operation the PSBC travel pool.

The proposed budget includes a notable increase (33%) for the support of the Management and Operations Committee. The cost of goods and services (for example, vehicle operation) is increasing. An amendment being proposed to the bylaws would increase the size of the renamed Executive Committee, and this will have an impact on the proposed budget.

The proposed budget includes a notable increase (18%) for the support of the PSBC. Costs have increased because our membership has increased (for example, we need to rent larger venues) and because of inflation.

The proposed budget reflects the preliminary work plan of the Standing Committee on the Foundation Program.



PROPOSED FEE SCHEDULE, 2009

In this proposal the Basic Annual Fee and the supplementary fee is increased by approximately 3%.

	2008	Proposal 2009
A. The basic annual fee:	\$3350	\$3,450
The basic annual fee applies to all boards, except those with enrolments of fewer than 500 pupils -- Section D would apply.		
B. In addition, each member pays a supplementary fee based on enrolment the preceding September 30th. The supplementary fee would be one of the following:		
a. for jurisdictions with an enrolment of 501 to 1,000 pupils:	\$2,508	\$2,583
b. for jurisdictions with an enrolment of 1,001 pupils to 2,500 pupils:	\$4,361	\$4,492
c. for jurisdictions with an enrolment of 2,501 pupils to 4,000 pupils:	\$6,869	\$7,075
d. for jurisdictions with an enrolment of 4,001 pupils to 6,500 pupils:	\$9,922	\$10,220
e. for jurisdictions with an enrolment of 6,501 pupils to 10,000 pupils:	\$15,809	\$16,283
f. for jurisdictions with an enrolment of 10,001 pupil to 14,000 pupils:	\$21,698	\$22,349
g. for jurisdictions with an enrolment of 14,001 to 20,000 pupils:	\$29,438	\$30,321
h. for jurisdictions with an enrolment of 20,001 to 26,000 pupils:	\$36,200	\$37,286
i. for jurisdictions with an enrolment of 26,001 pupils or more:	\$44,487	\$45,822
C. Any "mixed" regional board would only pay the proportion of the basic annual and supplementary fee that corresponds to the proportion of the total enrolment that is not Roman Catholic. (A "mixed" regional board is one that includes one or more of the pre-existing separate school jurisdictions.)		
D. Any board with an enrolment of fewer than 500 pupils would not pay the basic annual fee, and would pay a fee of \$3.50 per pupil.		

Public School Boards' Association of Alberta

Operating and Capital Budget, 2009

	2008 Approved Budget 32 members	2008 Actual January to July, 2008	2009 Proposed Budget 34 members	Note #
OPERATING INCOME				
Membership Fees	473,874	473,874	541,582	1
Contract & License Revenue	5,000	2,841	1,000	2
Recovery of Event Related Expenses	10,000		10,000	3
Interest Income	<u>5,000</u>	<u>7,368</u>	<u>5,000</u>	4
TOTAL OPERATING REVENUE	493,874	484,083	557,582	
OPERATING EXPENSES				
2008 Budget Expenses				
A. Employment				
Full & Part Time Salaries	265,120	151,318	273,526	5
Staff Contract Expenses & GST	50,000	0	50,000	6
(Executive Director Successor *)	n/a	0	60,000	7
Non-statutory Employee Benefit	<u>24,000</u>	<u>0</u>	<u>32,000</u>	8
Total Employment (VOTE #1)	339,120	151,318	415,526	
B. Office Related Expenses				
1 Rent & Parking & Custodial	16,500	8,663	18,500	9
2 Telecommunication Charges	6,000	2,442	6,000	10
3 Web Site - Content Update	2,000	1,816	2,500	
4 Liability Insurance	800	975	1,200	11
5 Miscellaneous Office Expenses	4,500	2,084	4,500	
6 Computer/Equipment Repair & Service	4,000	3,248	4,000	
7 Memberships & Subscriptions	1,000	900	1,000	
8 Books & Software	1,000	889	1,000	
9 Banking Service Charges	100	35	100	
10 Staff Professional Development	<u>2,000</u>	<u>49</u>	<u>2,500</u>	12
Total Office Related (VOTE #2)	37,900	21,101	41,300	
11 Professional Services				
Accounting	4,500	4,725	5,000	13
Legal (general & administration)	<u>0</u>	<u>0</u>	<u>0</u>	
Total Professional Services (VOTE #3)	4,500	4,725	5,000	
12 Staff Travel, Hospitality (VOTE #4)	10,000	4,421	15,000	14

For approval at the 2008 Annual General Meeting
August 26, 2008

Public School Boards' Association of Alberta

Operating and Capital Budget, 2009

	2008 Approved Budget 32 members	2008 Actual January to July, 2008	2009 Proposed Budget 34 members	Note #
C. M & O Committee, PSBC & Standing Committees				
1 Management & Operations Committee				15
a. honoraria	8,000	7,367	12,000	
b. travel & accommodation	8,000	5,729	12,000	
c. directors' liability insurance	2,500	2,295	2,600	16
d. telephone conference calls	400	0	200	
e. Miscellaneous appointments	<u>3,600</u>	<u>372</u>	<u>3,600</u>	17
Total M & O (VOTE #5)	22,500	15,763	30,400	
2 Public School Boards Council				
a. costs of conducting business	13,000	11,615	18,000	18
b. travel (based on 3mtgs-08)	<u>30,000</u>	<u>19,533</u>	<u>33,000</u>	19
Total PSBC (VOTE #6)	43,000	31,148	51,000	
3 Standing Committees				20
a. Foundation Committee	0	271	20,000	
b. Other Committees	<u>0</u>	<u>0</u>	<u>3,000</u>	
Total Standing Committees (VOTE #7)	0	271	23,000	
D. Communications Budget				
1 Communications Projects	5,000	150	5,000	21
2 Fraternal Relations	1,000	0	1,000	22
3 Development Projects	<u>5,000</u>	<u>0</u>	<u>5,000</u>	23
Total Communications (VOTE #8)	11,000	150	11,000	
E. Major Projects (VOTE #9)	5,000	0	5,000	24
F. Capital Reserve (VOTE #10)	7,000	0	7,000	25
TOTAL OPERATING INCOME	493,874	484,083	557,582	
LESS TOTAL EXPENDITURES	<u>480,020</u>	228,897	<u>604,226</u>	
Surplus (Deficit)	13,854	255,186	-46,644	* 26



Notes for the Operating & Capital Budget, 2009

1. **Membership Fees** -- We anticipate that the enrollment of pupils with member boards will remain substantially the same as in 2007. The budget is based on a membership base of 34 boards, with an increase of 3% in both the supplementary fees and the basic annual fee. The actual fee payable by a member may be affected by an enrolment change that moves the member from one level to another on the fee schedule. The budget does not reflect any change in a board's location on the enrolment grid.
2. **Contract & License Revenue** -- The Association will do contract work with public school boards (both members and non-members) as requested and subject to the priorities and resources of the Association.
3. **Recovery of Event Related Expenses** -- The Executive Committee has authorized staff to plan events on the basis of cost recovery plus 10% with cost recovery to include staff time and other indirect costs. The intention is to provide a revolving fund for events.
4. **Interest Income** -- Interest income depends upon interest rates at financial institutions, and the timeliness with which fees are paid.
5. **Full & Part Time Salaries** -- The budget includes a salary increase of 3% for the Executive Director, pursuant to a 3-year contract signed in June, 2007. (That contract is available for viewing by any member.) The budget also includes a salary increase of 3%, for the Director of Learning and Development, Secretary and Administrator positions.
Full Time -- two positions: Executive Director and Director of Learning & Development
Part Time -- two positions -- Secretary (.9 fte) and Administrator (.8 fte).
6. **Staff Contract Expenses & GST** -- The budget includes funds for contract work in 2009, primarily in support of intra-governmental political relations.
7. **Executive Director Successor** -- The budget includes funds for the recruitment and employment of a successor to the Executive Director, whose contract expires on June 30, 2010 (with a possible extension to December 31, 2010).
8. **Non-Statutory Employee Benefit** -- The Association will make a contribution for each employee to an RRSP. The Association makes a contribution of \$15,000 p.a. on behalf of the Executive Director (as per the contract) and \$4,000 p.a. on behalf of each employee who has been with the Association for more than one year. A partial payment is made for new employees. The amount budgeted includes a contingency amount, for new hires or a modification of the RRSP program, pending an external review. NOTE: No benefits package is currently provided for any salaried staff, and there is no intention to provide any benefit package in 2009, other than the RRSP contribution.
9. **Rent & Parking** -- The Association is located in Braemar School and our landlord is the Edmonton Public School District. Cost for rent has increased and includes minimal custodial services.
10. **Telecommunication Charges** -- The Association has 4 incoming telephone lines, including one nation-wide WATS line. The Association has a fax machine and high speed Internet including video-conferencing capability.
11. **Liability Insurance** -- The Association is required by its landlord to carry \$2,000,000 of public liability and property damage insurance.
12. **Staff Professional Development** -- The appointment of new staff and/or related staff changes will necessitate staff professional development.
13. **Professional Services** -- This item includes the cost of professional services in support of general and administration activities. Extra-ordinary consultations are not contemplated. The cost for professional accounting services is based on a financial review for 2007 FY, conducted by an independent professional accountant. The policy of the Association is to have an audit, rather than a review, once every 5 years, and the last audit was performed in 2004.
14. **Staff Travel, Hospitality & Misc. Expenses** -- This item reflects the travel of the Executive Director and office staff (principally, but not exclusively, throughout Alberta), meeting with members and accepting public speaking engagements. The 2008 kilometrage rate is \$0.45/km and it is anticipated the 2009 kilometrage rate will be \$0.50/km). This item also includes hospitality expenses.

15. **Management & Operations Committee** – This item is calculated on the basis of 6 meetings per year of the Management and Operations Committee, including two 2-day meetings (the President, and 2 Vice-Presidents).
16. **Director's Liability Insurance** – The Association provides Directors and Officers Liability Insurance.
17. **Miscellaneous Appointments** – Individual trustees are occasionally asked to represent the Association at meetings of fraternal organizations such as the ASBA Board Meetings, ATA Joint Stakeholder Committee on Children & Poverty, ESL Symposium, etc. This item covers the per diem and expenses associated with their attendance.
18. **Public School Boards Council** – This item covers the meeting venue and refreshments for 3 meetings of the Public School Boards Council. The PSBC has made the decision to have one meeting each year in a different area of the province. There will be additional costs associated with taking one meeting "on the road".
19. **Travel Pool** – The Association pays the partial cost of travel related to the 3 meetings of the PSBC. For budget purposes, payments would be a fixed rate based on the Travel Pool for meetings in Edmonton, Red Deer, and Nisku. The kilometrage rate for 2009 will be \$0.50/km.
20. **Standing Committees** – The Foundation Committee consists of 5 trustees and 2 jurisdiction executive staff. There are 2 staff liaison. It is anticipated there will be 4 in-person meetings in 2009. In addition, it is expected that the standing committee will buy services (research, etc.).
21. **Communications Projects** – This item includes the production of material for members, especially related to public school education and the local community.
22. **Fraternal Relations** -- The Association has undertaken to host PSBAA Caucus Meetings during the ASBOA and CASS annual conferences. This item covers the cost of meeting rooms and refreshments.
23. **Development projects** – Development costs associated with promoting intra-governmental political relations will be charged to this item.
24. **Major Projects** – No major projects are planned for 2009, although funds are available.
25. **Capital Reserve** -- The Association usually sets aside funds each year to establish and maintain a capital reserve. This reserve is intended to provide funds for office and computer equipment, as well as leasehold improvements as required.
26. Sixty thousand dollars of the budgeted expenditures are one time only, related to recruiting a new Executive Director. The deficit would be funded from the accumulated surplus of the Association, which stands at \$300,000.

The Public School Boards' Association of Alberta
2008 Annual General Meeting
Proposed Amendments to the Bylaws

This covering memo is attached to a set of the bylaws of the Association. The attached bylaws indicate a number of amendments that are proposed for consideration at the upcoming Annual General Meeting.

Proposed amendment #1

Insert a definition of a "Special Resolution" – a new Article 1.1(d). The proposed definition corresponds to the definition in the Societies Act, and is simply meant to provide clarity: it does not change anything, since, for the purpose of making amendments to bylaws, the Act imposes the definition of a Special Resolution on every organization. [The current (d) is made (e).]

Proposed amendment #2

Delete the current Article 10.2(c). The effect of this amendment would be to allow future amendments (after the 2008 A.G.M.) to be made at meetings of the Public School Boards Council, because meetings of the PSBC are general meetings of the membership of the Association. (All member jurisdictions are invited to attend.)

At the present time, our bylaws can only be amended at the Annual General Meeting. Eighteen years ago, the Annual General Meeting was the only one at which every member was likely to be in attendance, and attendance then was much less than our attendance at an A.G.M. now. For the efficient conduct of business, it seems reasonable to provide that amendments could be made at a meeting of the PSBC, with Representatives casting a corporate vote.

The 40 days' notice of a proposed amendment would still be required, so that all members could discuss the matter and give direction to their Representative. In addition, it would still be possible to propose amendments to an A.G.M. in the event the proposal is contentious or would benefit from very broad discussion and support.

Proposed amendment #3

It is proposed to remove all reference to the Management and Operations Committee and instead, use the term Executive Committee. We find that outsiders don't understand the term Management and Operations Committee and, in addition, it doesn't describe the full range of the work of the Committee. This amendment requires a number of changes throughout the bylaws, but should be thought of as one amendment.

Proposed amendment #4

Amend Article 23.1, by adding words, and add a new Article 23.3.

The effect of these two amendments would be to enlarge the Executive Committee by two, and to do this by providing that the Public School Boards Council could elect to Representatives to the Executive Committee, for a term the PSBC would decide.

There are a number of objectives in mind, including:

- bring more minds to bear on the work of the Executive Committee, because the debate will be fuller and the decisions will reflect more diversity;
- involve more people in the work of the Executive Committee;
- provide mentoring opportunities;
- improve the process of succession; and,
- prepare more people, perhaps more geographically dispersed throughout the province, for leadership roles in the ongoing work of the Executive Committee.

Proposed amendment #5

Amend Article 39.1 by adding words that would explicitly allow the Executive Committee to establish *ad hoc* committees. There is general agreement that the Executive Committee can do this, but one interpretation says they cannot. We want to be clear.

Proposed amendment #6

Amend Article 56.1 to clarify that amendments to one bylaw or more, as well as complete sets of bylaws, come into effect at the adjournment of the meeting at which they are adopted.

Conclusion

If these amendments are adopted:

- the Management and Operations Committee will become the Executive Committee;
- the Executive Committee will be enlarged from three to five;
- amendments could be dealt with at a meeting of the PSBC or at the A.G.M.;
- there will be no uncertainty about the ability of the Executive Committee to appoint an *ad hoc* committee;
- readers will see the definition of Special Resolution, corresponding to what is in the Societies Act;
- the “coming into force” provision will be clarified.

Please note, the attached bylaws are formatted so that words proposed to be added are underlined. Words in the current bylaws, which are proposed to be deleted, are struck through. There is one exception. The word “Executive” has been underlined throughout as an addition. The words “Management and Operations” have not been included and struck through.



BYLAWS

DEFINITIONS /INTERPRETATION

1.1 In these bylaws:

- (a) "associated with a member" means a trustee of, or executive staff person employed by, and with a system-wide responsibility to, a member;
- (b) "Member" means a school jurisdiction established under The School Act (Statutes of Alberta, 2000, Chapter S-3 and amendments or successor legislation thereto) or the Northland School Division Act (Statutes of Alberta, 2000, Chapter N-5 and amendments or successor legislation thereto), which meets the conditions for membership set out in Article 5 of these bylaws and which joins the Association;
- (c) "Member Representative" or "Representative" means a trustee of a member jurisdiction, who has been named by the board of a member jurisdiction to be its representative at any or all deliberations of the Association, including the Public School Boards' Council; and
- (d) "Special Resolution" means a resolution the adoption of which requires that three quarters of the members of the Association vote in favour.
- (e) "weighted vote" means one ballot which represents one vote for every one hundred dollars of supplementary fees paid in the current year. The outcome of the vote on any question decided by the use of weighted votes shall be determined by counting the total votes represented on every ballot cast in favor of the question and comparing that number to the total votes represented on every ballot cast against the question.

NAME

2.1 The name of the Association shall be the **Public School Boards' Association of Alberta**, hereinafter referred to as the "Association".

SEAL

3.1 The Association shall have a seal which shall be retained in the custody of the Executive Director, and its use shall be authenticated by the signatures of the Executive Director and the President or either Vice-President of the Association.

HEAD OFFICE

4.1 The head office of the Association shall be situated in Edmonton in the Province of Alberta or in such other place within the province as the Association may from time to time determine.

MEMBERSHIP

Qualifications for Membership

- 5.1 Membership in the Association shall be open to any public or separate school jurisdiction in Alberta that, at the time it joins the Association and during the term of its membership:
- (a) subscribes to the objects of the Association;
 - (b) pays the membership and any other fees and assessments provided for in these by-laws; and,
 - (c) agrees to be bound by, and acts in accordance with, these by-laws.

Withdrawal of Membership

6.1 A member may only withdraw from membership in the Association after giving notice in writing to the Association at its head office at least six months before the commencement of a fiscal year, and the withdrawal will have effect on the last day of the fiscal year in which notice is given, unless the member declares that the withdrawal has effect at an earlier, specified, date.

Termination of Membership; Suspension

7.1 The membership in the Association of any member which has not paid the annual Association dues and/or any other special levy within 60 days of the commencement of the fiscal year or within 60 days of the determination of the special levy shall be deemed to be terminated, and all of the privileges of membership shall be deemed to be terminated.

7.2 During the time that any member is in arrears regarding the payment of dues or any special levy, all of the privileges of membership shall be deemed to be suspended.

ASSOCIATE AND HONORARY MEMBERSHIP

Associate Membership

8.1 The Association may establish varieties of Associate membership, and attach thereto such terms and conditions, and benefits and privileges, and may charge such fees therefore as the Association in its sole discretion shall decide.

Honorary Membership

9.1 Honorary membership in the Association is the highest honor that the Association can accord, and the Association may extend honorary membership to any person who it decides has made an extra-ordinary contribution to the advancement of public school education in a community or for the benefit of communities throughout Alberta.

9.2 The Association may determine the benefits and privileges which will be extended to Honorary members.

GENERAL MEMBERSHIP MEETINGS OF THE ASSOCIATION

Annual General Meeting

10.1 The Annual General Meeting of the Association shall be held each year on a date to be fixed by the Executive Committee which shall be not more than 15 months following the last Annual General Meeting. (See article 18.1, re: notice)

10.2 Members may decide the following matters only at an Annual General Meeting of the Association:

- (a) the adoption of the budget for the up-coming fiscal year;
 - (b) the adoption or amendment of a fee schedule for members of the Association;
 - (c) ~~any amendments to the by-laws of the Association, including the adoption of replacement by-laws;~~
 - (c) the election of the officers, as provided for in these bylaws and subject to the capacity of the Public School Boards Council (see article 15, and following) to fill vacancies for the balance of a term (see article 35);
 - (d) the review of the financial statements of the Association; and,
 - (e) the appointment of a qualified person or persons to conduct a review of the financial statements of the Association for the current fiscal year,
- and any matter which may be decided at a special general meeting may be decided at an annual general meeting (see article 11.1, below).

Special General Meetings

11.1 Members may decide the following matters at a Special General Meeting of the Association:

- (a) the borrowing of money by the Association;
- (b) the adoption of any special levy on members;
- (c) reports from standing or *ad hoc* committees or from the Public School Boards Council,

and any matter which may be decided at a special general meeting may be decided at an annual general meeting.

Meetings Conducted by Means of Electronic Devices and Telecommunications Systems

12.1 The Association may conduct any of its meetings except the Annual General Meeting and meetings of the Public School Boards Council by means of electronic devices and telecommunication systems, provided that:

- (a) proper notice of the date, time, and means of communication has been given to each member; and,
- (b) each member of the Association or the committee (as the case may be) has access, at the time of the meeting, to the medium of the meeting, so as both to provide to, and receive from, all other participants, unimpeded communication.

Meetings of the Association: Quorum

13.1 A quorum for any general or special meetings of the membership of the Association shall consist of a full one half of the members and no special or general meeting of the membership of the Association may be called to order unless a quorum is present.

Meetings of the Association: Voting

14.1 Voting on resolutions at meetings of the Association, including meetings of the Public School Boards Council, shall be on the basis of one member one vote, except that, prior to the commencement of debate on any resolution the adoption or defeat of which would result in the raising of money from members, or the expenditure of money, any member may require that the issue be decided by the use of a weighted vote ballot.

14.2 In the case of a call for the use of a weighted ballot made at a meeting of the Association, immediately prior to the question being put, the member that has required that the question be decided by the use of a weighted vote ballot shall be afforded the opportunity to withdraw its request.

THE PUBLIC SCHOOL BOARDS COUNCIL

Establishment and Composition

15.1 There shall be a Public School Boards Council, consisting of the President, the two Vice-Presidents, and one Representative of each member of the Association, as is chosen from time to time by the member (the Representative or a substitute).

Authority of the Public School Boards Council

16.1 The Public School Boards Council is authorized to act on behalf of the membership of the Association in all matters, except that it may not decide any of the matters itemized in article 10.2 (see above), or authorize the borrowing of money by the Association, or levy any special fee on members.

16.2 Subject to the overriding authority of a general meeting of the Association the Public School Boards Council may:

- (a) organize its meetings and make rules about the conduct of its meetings;

- (b) propose, advocate, question or oppose measures or happenings which would affect public school education;
- (c) consider and adopt positions for and on behalf of the Association;
- (d) report to the public on the state of public school education in Alberta, either generally or in respect of particular matters;
- (e) recommend a fee schedule and budget to the members each year;
- (f) consider and adopt executive policies for the Association;

and for these purposes the Public School Boards Council may hold hearings, and otherwise gather information and opinions.

OTHER PROVISIONS RE: THE ANNUAL GENERAL MEETING, SPECIAL GENERAL MEETINGS, AND MEETINGS OF THE PUBLIC SCHOOL BOARDS COUNCIL

The Chair Person of Annual General Meetings, Special General Meetings, and Meetings of the Public School Boards Council

17.1 The President and in the absence of the President the First Vice-President and in the absence of both of them the Second Vice-President shall chair Annual General and Special meetings of the Association and meetings of the Public School Boards Council. Such meetings may not be convened except by the President or one of the Vice-Presidents of the Association.

Notice of General Meetings, and Meetings of the Public School Boards Council

18.1 Members shall be given a minimum of 40 (forty) days notice, provided in writing, of the date and location of the Annual General Meeting. The notice shall include the agenda for the annual general meeting, and such additional information as is necessary to convey the sense of all matters which have come to the attention of the Executive Committee and are required or likely to be raised at the meeting.

18.2 Members shall be given a minimum of 25 (twenty-five) days notice, provided in writing, of the date and location of any Special General Meeting or any meeting of the Public School Boards Council. The notice shall include the agenda for the general meeting or meeting of the Council, and such additional information as is necessary to convey the sense of all matters which have come to the attention of the Executive Committee and are likely to be raised at the meeting.

Charges for Meetings

19.1 Any person who is associated with a member board [see definitions – article 1.1(a)] may attend any Annual General or Special Meeting of the Association, or any meeting of the Public School Boards Council without charge, except that the Association may charge for meals and hospitality as is reasonable in the circumstances.

Meetings are Open

20.1 The Annual General Meeting and any Special General Meetings of the Association and any meetings of the Public School Boards Council are open meetings except in the event that a resolution is adopted to go *in camera*.

20.2 Any person who is associated with a member board may attend any of the general or special meetings of the Association and, subject to the rules of order then in effect, may participate in the deliberations of the Association, and is eligible to be appointed to any position in the Association or on behalf of the Association.

MEMBER REPRESENTATIVES, PARTICIPATION BY OTHERS, AND VOTING

21.1 Each member may designate one of its trustees to be its Member Representative.

21.2 In the absence of a designation, the Chairperson of the Board shall be regarded by the Association as the Member Representative.

21.3.1 The designation referred to in section 21.1 shall be in writing, and shall remain in effect until it is revoked, or until the person named ceases to be a trustee of the member, or until the designation is superseded by a subsequent designation by the member, in writing.

21.3.2 Each member may authorize, in writing, any one of its trustees to vote on its behalf at any general meetings of the Association, including meetings of the Public School Boards Council, in which case the authorization is deemed to be a complete authorization to speak on behalf of and to represent the member.

Resignations, and Deemed Resignations

22.1 If a person resigns from, or otherwise ceases to hold the office of trustee or of a senior staff position of a member school jurisdiction, or is a trustee or senior staff person of a jurisdiction the fees or other assessments of which are in arrears, or is a trustee or senior administrator of a jurisdiction which is no longer a member, that person is deemed to have resigned from any elected or appointed position in the Association on the day that s/he resigns from, or otherwise ceases to hold the office, or on the day the jurisdiction's membership ends or is suspended, whichever day is applicable in the circumstances. (See article 35.3, re: the continuation of the President in office following retirement/defeat in a trustee election.)

THE EXECUTIVE COMMITTEE

The Composition of the Executive Committee

23.1 There shall be a Executive Committee of the Association composed of the President, and two Vice-Presidents, the First Vice-President and the Second Vice-President, two (2) Representatives elected at a meeting of the Public School Boards Council and the Executive Director of the Association, *ex officio*. (see, also, article 30.2)

23.2 The President of the Association shall be the Chairperson of the Executive Committee.

23.3 The Public School Boards Council may determine the terms of office of Representative members of the Executive Committee including eligibility for re-election.

The Mandate of the Executive Committee

24.1 Subject to these bylaws and any resolution adopted from time to time by the membership of the Association at a special or annual general meeting, the Executive Committee shall be responsible and shall have the power to:

- (a) conduct the affairs of the Association including, but not limited to, the power to hire, remunerate, direct, evaluate the performance of, and discharge any Executive Director; and,
- (b) represent the Association and delegate individuals to represent the Association.

Rules Governing the Executive Committee

25.1 Notice of the time, date, and place of each meeting of the Executive Committee shall be given to each member of the Executive Committee not less than seven (7) days before the time the meeting is to be held, provided that any member of the Executive Committee may waive notice of a meeting before or during the meeting and such waiver shall be deemed the equivalent of receipt of due notice of the meeting.

25.2 The Executive Committee may conduct its meetings, and may authorize any of the standing or *ad hoc* committees of the Association to conduct meetings, by means of electronic devices and telecommunication systems, provided that:

- (a) proper notice of the date, time, and means of communication has been given to each member of the committee; and
- (b) each member of the committee has access, at the time of the meeting, to the medium of the meeting, so as both to provide to, and receive from, all other participants, unimpeded communication.

The Term of Office of Table Officers of the Association (~~Members of the Executive Committee~~)

26.1 The term of office for the President and each Vice-President is two years, and the incumbents are eligible to be re-elected to the same position only once in immediate succession to a previous term.

26.2 The term of office of every elected officer commences on the day of his/her election, at the adjournment of the meeting at which they are elected, and shall expire on the day of the election for the successor, at the adjournment of the meeting at which the successor is to be elected.

Powers and Duties of the President

27.1 The President shall promote the objectives of the Association. Ordinarily, s/he shall chair Annual General and Special General Meetings and all meetings of the Public School Boards Council and the Executive Committee. S/he shall perform such other tasks as may be mandated to him/her by resolution of the membership, the Public School Boards Council, or the Executive Committee. (The President is, *ex officio*, a member of all committees. See article 30.1.)

Powers and Duties of the Vice-Presidents

28.1 The First Vice-President, or in the event that the First Vice-President is unable to act, the Second Vice-President, shall perform the duties and fulfill the responsibilities of the President in the absence of the President, or in the event that the President is unable to act. The two Vice-Presidents shall assist the President in promoting the objectives of the Association. Each shall perform such other tasks as may be mandated to him/her by resolution of the membership or of the Public School Boards Council or of the Executive Committee.

Powers and Duties of the Executive Director

29.1 The Executive Director is the Chief Executive Officer of the Association.

29.2 The Executive Director shall:

- (a) keep a record of all meetings of the general membership of the Association, including the Public School Boards Council, and of the Executive Committee;
- (b) maintain the bank accounts and financial records of the Association;
- (c) ensure that the business of the Association is conducted in accordance with the law, prudently, and with due regard for the objects of the Association, the reputation of the Association, and the needs of members; and,
- (d) carry out such other duties as the Executive Committee from time to time may direct. (The Executive Director is, *ex officio*, a member of all committees. See article 30.2.)

EX OFFICIO OFFICES – THE PRESIDENT AND THE EXECUTIVE DIRECTOR

30.1 The President of the Association is *ex officio* a member of all committees of the Association, with the right to participate in all deliberations of any committee, including the right to

34.3 The Returning Officer shall have a vote only in the event of a tie, in which case, the vote of the Returning Officer shall be determined by placing the names of the candidates who have received the greatest number of votes in a suitable container from which one name shall be drawn and the person whose name is drawn shall be declared elected.

VACANCIES IN THE OFFICES OF THE ASSOCIATION

35.1 In the event of a vacancy in the office of President, the Public School Boards Council shall elect one of the Vice-Presidents to assume the duties of, and the title of, the President for the balance of the term, which shall not be considered a full term for the purposes of article 26.1.

35.2 In the event of a vacancy occurring in the office of First Vice-President or Second Vice-President of the Association, or in the event that no candidate presents himself/herself for election to either of these positions, the Public School Boards Council shall:

- (a) fill the vacancy by appointing a Member Representative to the office for one year or for the balance of the term, whichever is less; or
- (b) determine that the vacancy shall be filled by conducting a by-election at the next general meeting of the Association.

35.3 The President, in the event that s/he ceases to be a trustee of a member board solely by reason of not being returned as a trustee in local elections, may continue to serve as President of the Association, until the adjournment of the next annual general meeting, but in no case for more than 60 days from the day s/he ceases to hold the office of trustee.

Removal from Office

36.1 The Association may remove the President and/or either Vice-President from office, prior to the expiry of that Officer's term of office, by adopting, at a general meeting of the Association, including a meeting of the Public School Boards Council, a resolution declaring the office vacant.

36.2 The resolution referred to in article 36.1 must be distributed in printed form to all members twenty-five (25) days in advance of the meeting at which it is intended to vote on the resolution.

STANDING AND AD HOC COMMITTEES

The Financial Review Committee

37.1 There shall be a standing committee of the Association known as the Financial Review Committee, which shall include three people appointed by resolution of the Public School Boards Council, at least one of whom shall be a member of the Executive Committee and at least one of whom shall be a Member Representative.

37.2 It shall be the responsibility of the Financial Review Committee to review the financial statements of the Association, at least annually, to meet with an independent financial reviewer or auditor, as required, and to provide information and report annually to the membership of the Association on the financial condition of the Association. (see also article 53.1)

Other Standing Committees

38.1 The Association, at a special or annual general meeting, or at a meeting of the Public School Boards Council, may establish other standing committees, by the adoption of a resolution.

Ad Hoc Committees

39.1 The Association, including the Executive Committee, may establish *ad hoc* committees from time to time as it decides by the adoption of a resolution. ~~at a special or annual general meeting or at a meeting of the Public School Boards Council.~~ ||

The Mandate and Rules Governing Standing and *Ad Hoc* Committees

- 40.1** The Public School Boards Council shall make and publish policies:
- (a) regarding notice to members about the establishment, make-up, mandate, and progress;
 - (b) about the criteria for membership (expectations of members), how nominees will be invited and chosen to serve on committees, the term of office, the eligibility to be reappointed, and related matters; and,
 - (c) establishing the management, communications, and reporting practices required of standing and *ad hoc* committees other than the Executive Committee and the Financial Review Committee.

Membership of Standing and *Ad Hoc* Committees

- 41.1** Membership in a standing or *ad hoc* committee is open to any trustee or senior administrator of a member board, upon the expression of interest by that trustee or senior administrator and subject to such policies as the Public School Boards Council adopts and publishes pursuant to article 40.1.

Standing and *Ad Hoc* Committees -- Quorum

- 42.1** A quorum for meetings of the Executive Committee shall be two elected members, one of whom shall be the President.
- 42.2** A quorum for a meeting of any other standing or *ad hoc* committee shall be a full one-third of the named members of the committee.

INDEMNIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE AND OTHERS

- 43.1** The Association shall indemnify every Officer, the Executive Director, and all employees and his/her heirs, executors and administrators against all losses, costs and expenses, including solicitor and client fees, reasonably incurred by him/her in connection with any action, suit or proceeding to which s/he may be made a party by reason of his/her being or having been an Officer, the Executive Director, or an employee of the Association except to the extent that such losses, costs and expenses incurred or suffered by the Association by reason of, or arising out of or in connection with, the foregoing indemnification provisions shall be treated and handled by the Association as an expense of the Association.

MEMBERSHIP FEES

- 44.1** An annual membership fee shall be payable by each member of the Association, according to rates that are established from time to time by a resolution of the membership.
- 44.2** The Executive Committee may adopt a system from time to time to pro-rate membership fees, and such pro-rating may entail reasonable incentives to join the Association, represented by rebates or discounts for the initial membership during part of a year only.

SPECIAL LEVIES

- 45.1** Members are liable for such Special Levies according to such terms and conditions as may be approved from time to time by a simple majority of the weighted votes cast according to procedures which are consistent with the provisions of these bylaws.

FISCAL YEAR

- 46.1** The fiscal year of the Association shall be January 1st to the following December 31st.

BUDGET

47.1 At each Annual General Meeting the Executive Committee shall present a budget to the membership, for the upcoming fiscal year, and a budget must be adopted by the membership of the Association.

47.2 Notwithstanding article 47.1 the Association may, in a fiscal year, without having adopted a budget, expend an amount less than or equal to 30% of the budgeted expenditures of the preceding fiscal year.

PAYMENTS TO OFFICERS AND APPOINTEES OF THE ASSOCIATION

48.1 Any payment to the President, the Vice-Presidents, a Member Representative, or a member of any standing or *ad hoc* committee of the Association, other than a payment which represents a reimbursement for necessary and reasonable costs incurred in doing the work of, or on behalf of, the Association, must be:

- (a) specifically authorized by the membership of the Association; or,
- (b) authorized by a policy adopted by the members of the Association.

BORROWING

49.1 For the purpose of carrying out its objectives, the Association may, by resolution, borrow or raise or secure monies, and the repayment thereof, in such a manner as it thinks fit provided that in no case shall any debentures of the Association be issued without the sanction of a resolution of the Association, which resolution shall require the support of 75% of the votes cast using weighted vote ballots.

INVESTMENTS

50.1 The Executive Committee is authorized to invest surplus funds in securities maturing within two years, issued or guaranteed by the Government of Canada or any of the provinces of Canada, or the five largest Schedule A (Bank Act) banks in Canada, or the Alberta Treasury Branches or a credit union the deposits of which are guaranteed by the Government of Alberta.

FINANCIAL REVIEWS AND STATEMENTS

51.1 The Executive Committee shall each year:

- (a) prior to the Annual General Meeting, cause a review to be completed, of the financial books, records and accounts of the Association by the person or people named by the Association at the preceding annual general meeting; and,
- (b) present to the Annual General Meeting a copy of such review, together with the financial statements of the Association for the fiscal year which ended prior to the said meeting.

BOOKS, RECORDS, AND ACCOUNTS MAY BE INSPECTED

52.1 The books, records and accounts of the Association, and minutes of the proceedings of meetings of the Association and its Executive Committee shall be kept by the Executive Director and may be inspected by a representative of any member board at the Association's head office during regular business hours.

RULES OF ORDER

53.1 The business of the Association shall be conducted according to the rules contained in Roberts' Rules of Order, to the extent they are applicable to, and not inconsistent with, the bylaws or any specific rules of order adopted by the Association.

53.2 The Association may adopt Standing Orders to govern the conduct of the business of the Association, to the extent that such Standing Orders are not inconsistent with the bylaws.

BY-LAW AMENDMENTS

54.1 Written notice of motion to amend any bylaw shall be sent to all members at least 40 (forty) days prior to the date of the meeting at which it is proposed to vote on the proposed amendments.

54.2 Any resolution to amend or rescind, or replace the bylaws is a special resolution.

54.3 The Executive Committee may make changes to the bylaws for the sole purpose of correcting:

- (a) punctuation, and grammatical errors;
- (b) erroneous cross-references; and,
- (c) formatting errors,

and any such changes shall be reported to the next general meeting of the Association for ratification.

NOTICE

55.1 Written application, or delivery in writing or in printed form, or written notice, or designation in writing is deemed to be provided to the Association if it is delivered by regular mail, or by courier service, or by facsimile transmission, or by e-mail, to the attention of the Executive Director of the Association, at the office of the Association:

#3, 9359 – 67 A Street
Edmonton, Alberta T6B 1R7
facsimile: (403) 477-1892
e-mail: execdir@public-schools.ab.ca

COMING INTO FORCE

56.1 These bylaws and any amendments hereto come into force on the day on which they are adopted by the membership of the Association, at the adjournment of the meeting at which they are adopted.

(Secretary)