

Minutes of the Regular Meeting of the Board of Education of Prairie Spirit School Division No. 206 held in the Prairie Spirit School Division Office, on Monday, August 17, 2015, commencing at 4:30 p.m.

Present for the meeting were Board Members: Larry Pavloff, Chairperson; Sam Dyck, Vice Chairperson; Dawne Badrock; Joanne Brochu; Ken Crush; Deanna Greyeyes; Bonnie Hope; Bernie Howe; George Janzen; Keith Wagner; and Pam Wieler.

Also in attendance: John Kuzbik, Director of Education; Jim Shields, Chief Financial Officer; Brenda Erickson, Communications Consultant; and Nadine Meister, Assistant to the Director.

Absent: Shantelle Watson.

Larry Pavloff called the public meeting to order at 5:23 p.m.

Bonnie Hope requested three decision items and one dialogue item regarding the Prairie Spirit Schools Foundation be added to the agenda. These items will be addressed under Board Activities already on the agenda.

1. THAT the agenda be adopted as presented.

Agenda
Brochu

Carried.

2. THAT the minutes of June 22, 2015, be adopted as presented.

Minutes
Howe

Carried.

3. THAT the Board approve payment of invoice no. 11223 in the amount of \$25,347.50 for the 2015/16 Public Section Litigation Fund (\$2.50 per student).

Public
Section
Litigation
Fund
Hope

Carried.

Larry Pavloff requested Sam Dyck assume the role of chairperson.

The Board reviewed the request for abatement of 2015 taxes from the Village of Perdue for Perdue Daycare (\$322.92) and Perdue & District New Horizons (\$310.50).

4. THAT the Board approve the request from the Village of Perdue for the abatement of 2015 taxes in the amount of \$633.42.

Abatement
Of Taxes –
Perdue
Pavloff

Carried.

Larry Pavloff resumed the role of chairperson.

The following motion arose from business conducted during Committee of the Whole.

5. THAT the Board informs the Ministry of Education that the 2015/16 budget submitted in June 2015 will remain unchanged.

2015/16
Budget
Badrock

Carried.

The Board reviewed the SSBA Governance Review Report.

The Board reviewed the deadlines for submission of bylaw amendments and resolutions for the 2015 SSBA Annual General Meeting.

John Kuzbik informed the Board of Prairie Spirit staff participation in the SELU Principals' Short Course held in July and the LEADS Summer Short Course held in August as keynotes, presenters and co-presenters.

6. THAT the Board formally acknowledge the leadership shown by the following staff for their participation in the SELU Principals' Short Course and LEADS Summer Short Course:

Acknowledge
Staff
Dyck

SELU Principals' Short Course

- Noel Roche, Learning Superintendent
- Scott Dyck, Principal, Warman Elementary School
- Lori Jeschke, Learning Superintendent
- Tracey Young, Learning Superintendent
- Paul McTavish, Principal, Colonsay School
- Chris Mason, Principal, Waldheim School
- Bruce Mellesmoen, Vice Principal, Hepburn School

LEADS Summer Short Course

- Tracey Young, Learning Superintendent
- Laura Prefontaine, Principal, Langham Elementary School

Carried.

Bonnie Hope provided a verbal report on the Prairie Spirit Schools Foundation Board of Directors meeting held earlier today. Three motions are required to move along with the filing for a charitable registration number with Canada Revenue Agency.

7. THAT the Board approve the Constitution and Bylaw Nos. 1 and 2 adopted by the Prairie Spirit Schools Foundation and attached hereto to form part of these minutes.

PSSF Constitution
and Bylaws
Wagner

Carried.

8. THAT the Board acknowledge that Sharon Baron, Sharon Compton, Sam Dyck, Brenda Erickson, Joan Heath, Bonnie Hope, Joanne Patterson, Larry Pavloff and David Wipf, were named as the initial directors of the Prairie Spirit Schools Foundation; and THAT Sharon Compton, Joanne Patterson and David Wipf have resigned as directors.

PSSF
Directors
Crush

Carried.

9. THAT the Board appoint Robyn Richards and Gord Steeves as directors of the Prairie Spirit Schools Foundation effective August 17, 2015.

New PSSF
Directors
Brochu

***Carried with one member
opposed.***

A joint meeting with the Prairie Spirit Schools Foundation Board of Directors will take place at 3:00 p.m., on Tuesday, September 8, 2015.

The Board highlighted activities and meetings attended since the last Board meeting.

10. THAT the meeting be adjourned at 6:31 p.m. The next meeting to be held on Tuesday, September 8, 2015, at 11:00 a.m., at the Prairie Spirit School Division Office, in Warman.

Adjourn
Pavloff

Carried.

Chairperson

Secretary to the Board

CONSTITUTION AND BYLAW NO. 1

The Constitution and bylaws relating generally to the conduct of the affairs of the Prairie Spirit School Division Foundation Corp.

IT IS HEREBY ENACTED as a Bylaw of the Prairie Spirit School Division Foundation Corp. (called the "Foundation") as follows:

PART I – GENERAL

1.1 Definitions

In this Bylaw and all other Bylaws of the Foundation, unless specifically defined herein or the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

- (a) **"Act"** means *The Non-Profit Corporations Act 1995*, S.S. 1995 c. N-4.2, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in the Bylaws shall be read as referring to the amended or substituted provisions thereof;
- (b) **"Articles"** means the articles of the Foundation from time to time in force and effect;
- (c) **"Directors"** means the Board of Directors for the Foundation;
- (d) **"Bylaws"** means all Bylaws of the Foundation from time to time in force and effect;
- (e) **"Chair", "Secretary", "Vice-Chair" and "Treasurer"** shall mean those persons from time to time appointed by the Directors to hold those designated offices; and
- (f) **"Member"** shall mean The Board of Education of the Prairie Spirit School Division #206, the sole member of the Foundation.

PART II – REGISTERED OFFICE

The Foundation may from time to time by resolution of the Directors change the location of the registered office of the Foundation.

PART III – CORPORATE SEAL

The corporate seal of the Foundation shall be such as the Directors may by resolution from time to time adopt.

PART IV – EXECUTION OF CONTRACTS

Contracts, documents or instruments in writing requiring execution by the Foundation shall be signed by such persons as the Directors shall designate by motion of the Board. Subject to such limitation as may from time to time be set out by the members in writing, the Directors are authorized to appoint from time to time, by resolution, any officer or officers or any other person

or persons on behalf of the Foundation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. All contracts, documents or instruments in writing so signed shall be binding upon the Foundation without any further authorization or formalities.

PART V – DIRECTORS

5.1 Number and Qualifications

There shall be a Board of Directors consisting of **a minimum of three and a maximum of fifteen** directors, at least two of whom are not officers or employees of the Foundation or its affiliates. All such directors must meet the qualifications stated in the Act and Articles. The directors of the Foundation shall be resident Canadians and the majority of directors shall reside in Saskatchewan. A minimum of two of the directors must be trustees of the Prairie Spirit School Division #206.

At all times at least two of the directors will not be either an officer or employee of the Foundation or of the member.

5.2 Powers

The Directors shall manage or supervise the management of the affairs and business of the Foundation and may exercise all such powers and do all such acts and things as may be exercised or done by the Foundation.

5.3 Removal by Member

Subject to the Act, the member of the Foundation may by ordinary resolution at a special meeting remove any director from office.

5.4 Term

Directors are elected by the Member for three (3) year terms of office. The term is considered to begin at January 1, following his/her election.

Terms are on a staggered basis and no director may serve more than two (2) consecutive terms. Directors who have completed their term are eligible for re-election one (1) year following the end of their term.

5.5 Investment

Subject to the Act, the limitations contained in any gift and the Articles, the Directors may invest the funds of the Foundation only in shares, debentures, bonds, mortgages and other financial instruments in which trustees are permitted by law to invest.

PART VI – MEETINGS OF DIRECTORS

6.1 Place and Convening of Meetings

Meetings of the Directors and of any committee of the Directors may be held at any place within Saskatchewan. The Directors or any committee may by resolution appoint a day or days, an hour and place at which regular meetings will be held (“Regular Meetings”). Other meetings of the Directors may be convened by the Chair, or in his or her absence by the Vice-Chair, or by any quorum of directors, and the Secretary shall, upon direction of any of the foregoing, convene a meeting of the Directors. A meeting of any committee may be convened by the chair of the committee or any two members of the committee and the Secretary shall, upon the direction of either of the foregoing, convene a meeting of the said committee. Except as otherwise provided by the Act and the Bylaws the directors, either as Directors or as a committee thereof, may convene, adjourn and otherwise regulate their meetings in accordance with Robert’s Rules of Order.

6.2 Notice

No notice needs to be given of Regular Meetings, provided all directors have received notice of the resolution establishing or changing such Regular Meetings. Subject to section 8.10, notice of the time and place of other meetings of the Directors and of any committee of the Directors shall be given in the manner provided in the Bylaws to each director not less than four days in the case of personal delivery or seven days in the case of delivery by mail, before the time when the meeting is to be held, provided that meetings of the Directors or of any committee of the Directors may be held at any time without formal notice if all the directors are present (including present by way of telephone participation) or if all the absent directors waive notice. For the first meeting of the Directors or of any committee of the Directors to be held immediately following the election of directors at an annual or general meeting of the Members for a meeting of the Directors or a committee thereof at which a director or member is appointed to fill a vacancy in the Directors or committee, no notice need be given to the newly elected or appointed directors in order for the meeting to be duly constituted, provided a quorum is present.

6.3 Adjournment

Any meeting of the Directors or of any committee of the Directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to an announced time and place and no notice of the time and place for the holding of the adjourned meeting need be given to any director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

6.4 Quorum

Subject to section 6.9, a quorum for any meeting of the Directors of the Foundation shall consist of a majority of the number of directors of the Foundation as elected from time to time.

6.5 Voting

Questions arising at any meeting of directors shall be determined by a majority of votes of the directors present, and in the case of an equality of votes the chair of the meeting shall have a second or casting vote. Unless a ballot is demanded, voting at a meeting of directors shall be by way of show of hands (or, in the case of a telephone conference meeting, by indicating for or against). The declaration by the chair of the meeting that any question has been carried, carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion and the result of the vote so taken and declared shall be the decision of the Directors upon the said question. The chair of the meeting or any director may require or demand a secret ballot upon any question, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chair of the meeting shall direct.

6.6 Presiding Officers

The chair of any meeting of the Directors shall be the Chair, or in his or her absence, the Vice-Chair. If neither officer is present, the directors shall choose one of their number to chair the meeting.

6.7 Meeting by Conference Telephone

The Directors may participate in meetings by means of conference telephone or similar communications equipment, whereby all directors participating in the meeting can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such director at such meeting.

6.8 Advisory Members

The Directors may invite persons who are not directors to attend meetings of the Board of Directors as advisory members. No such advisory member, however, shall have any right to vote at any meeting of the Directors.

6.9 Emergency Meetings of the Directors

If, in the reasonable opinion of the Chair (or where the Chair is not available, the Executive Committee), a situation arises which requires immediate action by the Directors, then the Chair, or any other executive officer in his absence, may convene a meeting of the Directors with a minimum of 24 hours' notice. Such meeting shall be comprised of as many directors as are available in person or by telephone, which shall constitute a sufficient quorum for the purpose of conducting the business for which the meeting was called.

6.10 Conflict of Interest

A Director shall disclose his/her interest in any contract or proposed contract with the Foundation in accordance with the Act.

A Director may occasionally find him/herself in a conflict of interest position in terms of some issue under consideration by the Foundation. When this happens, the director should declare that she/he is in conflict of interest situation and leave the room for the portion of the meeting. The director should not vote on any decision made on the issue.

PART VII – OFFICERS

7.1 Appointment

The Directors may from time to time appoint a Chair, a Vice-Chair, a Secretary, a Treasurer and such other officers as the Directors may determine. The Directors may specify the duties of and, in accordance with this bylaw and subject to the Act, delegate to such officers powers to manage the business and affairs of the Foundation. An officer may but need not be a director.

7.2 Chair

The Chair shall, subject to the authority of the Directors, have general supervision of the business of the Foundation; and shall have such other powers and duties as the Directors may specify.

7.3 Vice-Chair

The Vice-Chair shall be vested with all the powers and shall perform the duties of the Chair in the absence or disability or refusal to act of the Chair. The Vice-Chair shall have such powers and duties as may from time to time be assigned to him by the Directors.

7.4 Secretary

The Secretary shall attend and be the Secretary of all meetings of the Directors and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the Directors. The secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Foundation and of all books, papers, records, documents and instruments belonging to the Foundation, except when some other officer or agent has been appointed for that purpose; and shall have such other powers and duties as the Directors may specify.

7.5 Treasurer

The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Foundation. The Treasurer shall render to the Directors whenever required an account of all his or her transactions as Treasurer and of the financial position of the Foundation; and he or she shall have such other powers and duties as the Directors may specify. The Treasurer may be required to be bonded for the faithful performance of his or her duties as the Directors in its uncontrolled discretion may require. No director, however, shall be liable for the

failure to require any bond, nor for the insufficiency of any bond or for any loss by reason of the failure of the Foundation to receive any indemnity thereby provided.

7.6 Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Directors may specify.

7.7 Variation of Powers and Duties

The Directors may from time to time and subject to the provisions of the Act, vary add to or limit the powers and duties of any officer.

7.8 Term of Office

The Directors, in their discretion, may remove any officer of the Foundation, without prejudice to such officer's rights under any employment contract or in law. Otherwise each officer appointed by the Directors shall hold office until his successor is appointed, or until his/her earlier resignation.

7.9 Conflict of Interest

An officer shall disclose his interest in any contract or proposed contract with the Foundation in accordance with the Act.

7.10 Remuneration

Officers who are not directors of the Foundation may receive reasonable remuneration for their services to the Foundation in such amounts as the Directors may from time to time determine.

PART VIII – COMMITTEES

8.1 Committees

The Directors may create, and prescribe the duties and terms of reference of, such committee or committees of directors as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Foundation. The Directors may delegate to such committee or committees any of the powers of the Board of Directors except those which under the Act or Articles must be exercised by the Board of Directors itself, provided that any such delegation shall not limit the ability of the Directors to make decisions on any subject matter so delegated. The procedures of any such committee or committees of the Directors shall, except as otherwise determined by the Directors, be those applicable to the Directors. Committees must report to the Directors, as required by the Directors.

8.2 Advisory Members

The Directors may appoint persons who are not directors as advisory members of any committee, provided that such advisory members shall have no right to vote in any meeting of any such committee.

PART IX – PROTECTION OF DIRECTORS AND OFFICERS

9.1 Indemnification

Except in respect of an action by or on behalf of the Foundation to procure a judgement in its favour, the Foundation shall indemnify the directors and officers of the Foundation, and all former directors and officers of the Foundation, and each person who acts or has acted at the Foundation's request as a director or officer of a body corporate of which the Foundation is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Foundation or such body corporate, where;

- (a) he or she acted honestly and in good faith with a view to the best interests of the Foundation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

9.2 Limitation of Liability

Every director and officer of the Foundation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Foundation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening on behalf of the Foundation, or for the insufficiency or deficiency of title to any property acquired for or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or on which any of the moneys of the Foundation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Foundation shall be deposited, or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

PART X – AUDITOR

10.1 Appointment of Auditor

The Member shall appoint an auditor. Such auditor shall meet the qualifications prescribed by the Act.

PART XI – NOTICES

11.1 Manner of Notice

Any notice or document to be given or sent pursuant to the Act, the Articles, the Bylaws, or otherwise to a member or director shall be sufficiently given if delivered personally, or sent by prepaid mail or electronic mail to the member at his or her latest address as shown in the records of the Foundation or to the director at his or her latest address as shown in the records of the Foundation or in the last notice filed at the Foundations Branch of Saskatchewan.

11.2 Returned Notices

Where notices or other documents required to be given by the Foundation to its member have been mailed to a member at the member's latest address as shown on the records of the Foundation and where, on three (3) consecutive occasions, notices or other documents have been returned by the post office to the Foundation, the Foundation is not required to mail to the member any further notices or other documents until such time as the Foundation receives written notice from the member requesting that notices and other documents be sent to the member at a specified address.

PART XII – WRITTEN RESOLUTIONS

12.1 Resolutions in Writing

Notwithstanding any foregoing provision of this Bylaw; any resolution consented to by the signatures of all the directors is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.

PART XIII – AMENDMENT OF BYLAWS

13.1 Amendment of Bylaws

The directors may, by resolution, make, amend or repeal any bylaws that regulate the activities and affairs of the Foundation.

13.2 Approval of Amendment of Bylaws by Member

The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the Member at the next meeting of the Member, and the Member may confirm, reject or amend the bylaw, amendment or repeal.

PART XIV – FISCAL YEAR

14.1 Fiscal Year

The fiscal period for the Foundation shall terminate on such date as the Directors may from time to time by resolution determine.

ENACTED BY THE DIRECTORS the _____ day of _____, A.D. 20____.

Chair

Secretary

CONFIRMED the _____ day of _____, A.D. 20____, by the Member in accordance with the Act.

Chair

BYLAW NO. 2

A BYLAW respecting the borrowing of money, the issuing of securities and the securing of liabilities by Prairie Spirit School Division Foundation Corp. (hereinafter called the "Foundation").

IT IS HEREBY ENACTED AS A Bylaw of the Foundation as follows:

1. The Directors have the power, as authorized by the Member, to borrow money on the credit of the Foundation and the Directors may delegate this power to such one or more directors and officers of the Foundation as the Directors may designate.
2. The Directors must first obtain the authorization of the Member in order to:
 - (a) issue, reissue or pledge notes or other debt obligations of the Foundation;
 - (b) give a guarantee on behalf of the Foundation to secure performance of an obligation of any other person; or
 - (c) mortgage, hypothecate, pledge or otherwise create a security interest in any property of the Foundation.
3. Subject to the Act, this Bylaw shall come into force at, and be effective from, the time of its passing by the Directors.

ENACTED BY THE DIRECTORS the _____ day of _____, A.D. 20____.

Chair

Secretary

CONFIRMED the _____ day of _____, A.D. 20____, by the Member in accordance with the Act.

Chair