



# **Annual General Meeting**

## **Agenda Package**

**November 25, 2020**

☞ *New Horizons Charter School Society* ☞

**AGENDA****Type of Meeting:** Annual General**Date:** November 25, 2020**Page:**1 of 1*"TOWARDS NEW HORIZONS":**Is it in the best interest of our students?**Does it support excellence?*

**NEW HORIZONS CHARTER SCHOOL SOCIETY  
ANNUAL GENERAL MEETING  
NOVEMBER 25, 2020**

**AGENDA**

- |    |  |           |         |
|----|--|-----------|---------|
| 1. | <b>Call to Order</b>                           | D. Hanson | 7:00 pm |
| 2. | <b>Statement of Territorial Acknowledgment</b> | D. Hanson | 7:01 pm |

*The Board of Directors of the New Horizons Charter School Society respectfully acknowledges that the land on which we meet is Treaty 6 territory, a traditional home, gathering place, and travelling route for diverse Indigenous Peoples, including Cree, Saulteaux, Blackfoot, Nakota, Sioux, as well as the homeland of the Métis Nation. We recognize our responsibility as Treaty members and honour the heritage and gifts of the First Peoples of this land.*

- |    |   |           |         |
|----|---|-----------|---------|
| 3. | <b>Adoption of Agenda</b>   | D. Hanson | 7:01 pm |
| 4. | <b>Statement of Quorum</b>  | V. Tong   | 7:02 pm |
| 5. | <b>Approval of Minutes</b><br>5.1 Special General Meeting of October 7, 2020 – attachment | D. Hanson | 7:03 pm |
| 6. | <b>Presentation of Audited Financial Statements for Year Ended August 31, 2020</b>        | P. Dundas | 7:05 pm |
| 7. | <b>Approval of Appointment of Auditor for 2020-21</b>                                     | P. Dundas | 7:30 pm |
| 8. | <b>Bylaw Amendment</b>  | J. Clarke | 7:35 pm |
| 9. | <b>Adjournment</b>  | D. Hanson | 7:40 pm |

**Next Board Meeting – Wednesday, November 25, 2020 at 7:45 p.m.**

NEW HORIZONS CHARTER SCHOOL SOCIETY  
MINUTES

Type of Meeting: SGM

Date: October 7, 2020

Initials: Chair \_\_\_\_\_

Approved: Draft

Recorded by: A. DeJong

Secretary \_\_\_\_\_

**October 7, 2020, 7:00 p.m.**

Board Members Present at Call to Order:

Dan Hanson  
CHAIR

Jason Clarke  
VICE CHAIR

Shari Morin  
SECRETARY

Vincent Tong  
TREASURER

Chris Burrows  
DIRECTOR

Ijeoma Ukiwe  
DIRECTOR

Administration Present:

Dean Lindquist  
SUPERINTENDENT

Patti Dundas  
SECRETARY-TREASURER

Lori Vigfusson  
VICE-PRINCIPAL

Society Members Present:

Elizabeth Macve

Christine Grabill – non-member

Jennifer Warren

**1. Call to Order**

Chair Hanson called the meeting to order at 7:03 pm.

**2. Statement of Territorial Acknowledgment**

*The Board of Directors of the New Horizons Charter School Society respectfully acknowledges that the land on which we meet is Treaty 6 territory, a traditional home, gathering place, and travelling route for diverse Indigenous Peoples, including Cree, Saulteaux, Blackfoot, Nakota, and Sioux, as well as the homeland of the Métis Nation. We recognize our responsibility as Treaty members and honour the heritage and gifts of the First Peoples of this land.*

**3. Adoption of Agenda**

*Motion 2020-10-07-01*

*Moved that the agenda for the Special General Meeting October 7, 2020, be adopted as distributed.*

*Moved: Director Burrows  
Seconded: Director Morin  
Carried*

NEW HORIZONS CHARTER SCHOOL SOCIETY  
MINUTES

Type of Meeting: SGM

Date: October 7, 2020

Initials: Chair \_\_\_\_\_

Approved: Draft

Recorded by: A. DeJong

Secretary \_\_\_\_\_

**4. Statement of Quorum**

Membership as of the date of Notice of Meeting (September 15, 2020) stands at 240 members and 12 members attending. Quorum reached.

**5. Approval of Minutes**

**5.1 Minutes of Annual General Meeting of November 20, 2019**

*Motion 2020-10-07-02*

*Moved that the Minutes of the Annual General Meeting of November 20, 2019 be approved.*

*Moved: Director Tong*

*Seconded: Director Burrows*

*Carried*

**6. Election of Board of Directors**

Chair Hanson made opening remarks and thanked Board members for their efforts throughout their terms on the Board. Chair Hanson requested that Superintendent Lindquist assume the role of Chair for the remainder of the Special General Meeting.

The meeting was advised of five vacancies on the Board of Directors. Four of the vacancies are two year terms due to the expiry of the terms of Chair Hanson, Vice Chair Clarke, Secretary Morin and Treasurer Tong (elected on October, 10 2018) and the last vacancy is a one year term resulting from Nicole Pasemko's withdrawal (elected October 9, 2019).

Three completed nomination forms have been received. Three of these meet the Society membership requirements (must be a Member in good standing on the date of Notice of Meeting, which was September 15, 2020).

Superintendent Lindquist listed the three eligible nominations received as: Dan Hanson, Jason Clarke and Vincent Tong.

As there are more positions available than nominations received, the floor was opened for nominations.

Superintendent Lindquist made a first call for nominations.

Superintendent Lindquist made a second call for nominations.

Superintendent Lindquist made a third call for nominations.

NEW HORIZONS CHARTER SCHOOL SOCIETY  
MINUTES

Type of Meeting: SGM

Date: October 7, 2020

Initials: Chair \_\_\_\_\_

Approved: Draft

Recorded by: A. DeJong

Secretary \_\_\_\_\_

---

*Motion 2020-10-07-03*

*Moved that nominations for Board of Directors cease.*

*Moved: Director Burrows*

*Seconded: Director Hanson*

*Carried*

*Motion 2020-10-07-04*

*Moved that Dan Hanson, Jason Clarke and Vincent Tong be appointed by acclamation to the vacant positions.*

*Moved: Shari Morin*

*Seconded: Vice Principal Vigfusson*

*Carried*

**7. Motion to Adjourn**

*Motion 2020-10-07-05*

*Moved that the meeting be adjourned.*

*Moved: Vice Principal Vigfusson*

*Seconded: Director Hanson*

*Carried*

Next meeting of the Board of Directors will be October 7, 2020, immediately following the Special General Meeting.



**Dean Lindquist**  
Superintendent  
Phone: 780-416-2353  
Email: dlindquist@newhorizons.ca

## MEMORANDUM

Date: November 25, 2020

To: Board of Directors

From: Dean Lindquist - Superintendent

Re: By-Law Amendment

### Background:

The COVID-19 pandemic has changed how we work and operate as a school and as a society. The pandemic has increased our reliance on using electronic means to hold Board of Directors Meetings as well as Special General Meetings and Annual General Meetings of the New Horizons Charter School Society. It is important that the Society consider changing its bylaws to support meeting by video-conference or other electronic means.

The amendment would require additional commentary added to Article 5.4. This article, in addition to what is currently in place, would also enable Special General and Annual General meetings of the Society to be held by electronic means.

Currently the language for Article 5.4 is:

#### 5.4 Proceedings at the Annual or Special General Meeting

5.4.1 Attendance by the Public General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

The following would be added to this section (See Appendix A for complete wording of Article 5):

#### 5.4.1 Attendance by the Public

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.4.1.1 The Special General Meeting and Annual General Meeting may take place by Electronic Means if the majority of the Board of Directors determine that meeting in person is not in the best interests of the members of the Society, Directors and other stakeholders.

[Definition: "Electronic Means" is defined as the use of publicly available electronic communication tools which permit multi-party audio and/or video communications such that participants have both audio and video, but all participants have audio access.]

A second aspect impacted by enabling electronic meetings is voting on resolutions and special resolutions. As a result, the following changes are made to Article 5.4.5.1.

5.4.5.1 Each Member has one (1) vote. ~~A show of hands decides every vote at a~~  
~~Meeting.~~ The chair will declare how votes will be called and recorded at the beginning of a meeting. That methodology will be used for the duration of the meeting. The voting methodology declared by the chair must be inclusive and accessible to all present members, transparent and verifiable.

In addition, there are times when it is necessary to hold Board of Director meetings using electronic means due to the pandemic or other issue. Furthermore, even when Board of Director Meetings are held in person, there may be directors, staff or members of the society that cannot attend in-person. Therefore, the bylaws will remain the same, but the Board's Policy Committee will, in the coming months, bring a new Meeting by Electronic Means Policy or similar policy to the Board for approval. The policy committee of the board will develop a policy to address this matter. However some minor changes are also required to Article 6. These are:

6.1.7 Meetings of the Board

6.1.7.1 There shall be a minimum of nine (9) meetings each year. ~~The Board of Director Meetings and Special Meetings including committee meetings may take place by Electronic Means if the majority of the Board of Directors or committee members, in the case of committee meetings, determine that meeting in person is not in the best interests of the members of the Society, Directors and other stakeholders. (Note: See 5.4.1.1 for the definition of meeting using electronic means.)~~

~~6.1.7.7 Each Director present has one (1) vote. ~~Votes are by a show of hands. A~~~~  
~~Director may request a ballot vote.~~ ~~The chair will declare how votes will be~~  
~~called and recorded at the beginning of a meeting. That methodology will be used for the duration of~~  
~~the meeting. The voting methodology declared by the chair must be inclusive and accessible to all~~  
~~present members, transparent and verifiable.~~

**Implications:**

This change will support current practice as both the Society and the school have moved to online meetings as required by government due to the pandemic. Furthermore, in the past some directors have requested that they be able to join Board of Director meetings and committee meetings through electronic means and these changes will enable this to occur..

**Recommendations:**

It is recommended that the Society approve the amendments as identified in Appendix A for wording of Articles 5 and 6.



Dean Lindquist

## **ARTICLE 5 - MEETINGS OF THE SOCIETY**

### **5.1 Quorum**

Quorum is five percent (5%) of all Community and Regular Members.

### **5.2 Annual General Meeting (AGM)**

#### **5.2.1 Date of AGM**

The Society shall hold an AGM on or before the November 30th each year.

#### **5.2.2 Notice of AGM**

The Secretary delivers a notice to each Member at least 21 days before the AGM. The place, date and time of the AGM are stated in this notice as well as any business requiring a Special Resolution. For the purposes of the AGM, Members are considered to be those Members who are in the Register of Members at the date of Notice of the AGM.

#### **5.2.3 Agenda for the AGM**

The AGM agenda shall deal with following matters:

- a) approving minutes of the last General Meeting;
- b) presenting the audited financial statements;
- c) approving the appointment of an auditor; and
- d) considering matters specified in the meeting notice.

### **5.3 Special General Meeting (SGM)**

#### **5.3.1 Calling of a SGM**

A Special General Meeting may be called at any time with appropriate notice to Members:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least one third (1/3) of the Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

#### **5.3.2 Notice of a SGM**

The Secretary sends a notice to each Member at least twenty-one (21) days before the Special General Meeting. The notice states the place, date, time, and purpose of the Special General Meeting as well as any business requiring a Special Resolution. For the purposes of the Special General Meeting, Members are considered to be those Members who are in the Register of Members at the date of Notice of the Special General Meeting.

#### **5.3.3 Agenda for a SGM**

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

#### **5.3.4 Procedure at a SGM**

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

## **5.4 Proceedings at the Annual or Special General Meeting**

### **5.4.1 Attendance by the Public**

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.4.1.1 The Special General Meeting and Annual General Meeting may take place by Electronic Means if the majority of the Board of Directors determine that meeting in person is not in the best interests of the members of the Society, Directors and other stakeholders.

[Definition: “Electronic Means” is defined as the use of publicly available electronic communication tools which permit multi-party audio and/or video communications such that participants may have both audio and video, but all participants must have audio access.]

### **5.4.2 Failure to Reach Quorum**

The Chair cancels the General Meeting if a quorum is not present within one half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and location. If quorum is not present within one half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

### **5.4.3 Presiding Officer**

- a) The Chair chairs every General Meeting of the Society.
- b) The Vice Chair chairs in the absence of the Chair.
- c) If neither the Chair nor the Vice Chair is present, the Directors present choose one of the Directors to chair the meeting.

### **5.4.4 Adjournment**

The Chair may adjourn to a specific date and time any General Meeting, with the majority consent of the Members at the Meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

### **5.4.5 Voting on Special Resolutions or Motions**

5.4.5.1 Each Member has one (1) vote. ~~A show of hands decides every vote at a Meeting.~~ The chair will declare how votes will be called and recorded at the beginning of a meeting. That methodology will be used for the duration of the meeting. The voting methodology declared by the chair must be inclusive and accessible to all present members, transparent and verifiable.

5.4.5.2 Five (5) Members may request a ballot vote.

5.4.5.3 The Chair does not have a second or casting vote in the case of a tie vote.  
If there is a tie vote, the motion is defeated.

5.4.5.4 A Member may not vote by proxy.

5.4.5.5 A majority of the votes of the Members present decides a motion.

5.4.5.6 A Special Resolution requires a majority vote of 75% of those Members in attendance.

5.4.5.7 The Chair declares a Special Resolution or motion carried or lost. This statement is final.

5.4.5.8 Failure to give notice of Meeting:

No Special Resolution or motion at a Meeting is invalid due to:

- a) accidental omission to give notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

## **ARTICLE 6 - GOVERNANCE**

### **6.1 The Board of Directors**

#### **6.1.1 Governance and Management**

The Board shall, subject to the Bylaws have full control and management of the affairs of the Society.

#### **6.1.2 Powers and Duties**

The powers and duties of the Board are defined in s.36 of the School Act, as attached.

#### **6.1.3 Composition**

6.1.3.1 The Board consists of a maximum seven Directors. No more than two Directors may be Community Members.

6.1.3.2 No Director of the Board may be an employee of the Board or School.

#### **6.1.4 Term**

The Directors will serve a two-year term beginning on the day of the election and ending with the election of their successors.

#### **6.1.5 Election of Directors**

##### **6.1.5.1 Nomination Process**

Directors are elected by the Members at a SGM held annually on or before October 10th. Candidates must be Members in good standing. Notification of the nomination procedure will be included with the notice of the election.

Nominations for directors shall be:

- a) made in writing;
- b) signed by three (3) Members in good standing;
- c) consented to in writing by the person who is nominated; and
- d) filed at the school office at least 5 days prior to the date of the SGM.

Except as provided for in the following paragraph, no nominations shall be accepted from the floor at the general meeting.

If there is insufficient candidates for the number of positions available, nominations may be accepted from the floor and must comply with Article 6.1.5.1 (a), (b) and (c).

##### **6.1.5.2 Voting Process**

Voting will be by ballot.

The Board shall appoint two Returning Officers to count the ballots. The Returning Officers shall be Members, and one may be a Director who is not a candidate in the election.

Each Member shall indicate the name(s) of the candidate(s) of his choice up to the number of available positions.

Candidate(s) who receive the greatest number of votes will be elected. In the event of a tie, a new vote will occur for those candidates who have received an equal number of votes.

#### 6.1.5.3 Appointment of Officers

Within one week following the election, the Board of Directors shall elect a Chair, a Vice Chair, a Secretary, and a Treasurer from amongst themselves. The results of this election shall be communicated to the Members by written notice within seven (7) days.

#### 6.1.6 Resignation or Removal of a Director

6.1.6.1 A Director, including the Chair, may resign from the Board by giving one (1) month's notice in writing to the Chair (or the Vice Chair, in the case of the Chair). The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.6.2 A Director may be removed from the Board, by a majority vote of the Board whenever in its judgment; the best interest of the Society will be served. A Director so removed may not stand for re-election to the Board for one full school year following the year of their removal from the Board.

6.1.6.3 A Director may be removed from the Board by majority vote if that Director absents himself, without being authorized to do so, from three meetings or more during the year. The Chair may authorize an absence.

6.1.6.4 If there is a resignation, death, or removal of a Director, the Board may appoint a Member to fill a vacancy for the remainder of the term. Any appointment shall be made at the next meeting of the Board. Appointment shall be by majority vote.

#### 6.1.7 Meetings of the Board

6.1.7.1 There shall be a minimum of nine (9) meetings each year. The Board of Director Meetings and Special Meetings including committee meetings may take place by Electronic Means if the majority of the Board of Directors or committee members, in the case of committee meetings, determine that meeting in person is not in the best interests of the members of the Society, Directors and other stakeholders. (Note: See 5.4.1.1 for the definition of meeting using electronic means.)

6.1.7.2 The Chair calls the meetings.

6.1.7.3 A meeting may be called at the written request of three (3) Directors.

6.1.7.4 A minimum of twenty-four (24) hours notice must be provided for meetings.

6.1.7.5 Quorum is a majority of the Directors.

6.1.7.6 If there is no quorum, the Chair adjourns the meeting and reschedules it to a date not more than eight (8) days later. Directors present at this meeting will constitute quorum.

6.1.7.7 Each Director present has one (1) vote. ~~Votes are by a show of hands. A Director may request a ballot vote.~~ The chair will declare how votes will be called and recorded at the beginning of a meeting. That methodology will be used for the duration of the meeting. The voting methodology declared by the chair must be inclusive and accessible to all present members, transparent and verifiable.

6.1.7.8 The Chair does not have a second or casting vote in the case of a tie. A tied motion is defeated.

6.1.7.9 Directors must vote on all motions unless previously declared a conflict of interest as outlined in Article 6.1.7.10.

6.1.7.10 A Director having a pecuniary interest in a matter being discussed is required to declare such interest and absent himself from discussion or vote on the matter.

6.1.7.11 Board Meetings are open to Members and the public. Only Directors may cast a vote.

6.1.7.12 The Chair may cause to be excluded from a meeting a person who, in the opinion of the chair, is guilty of improper conduct.

6.1.7.13 Members may speak at Board meetings when recognized by the Chair.

6.1.7.14 Members may add an item to the agenda in accordance with Board policy.

6.1.7.15 Directors, by majority vote, may move a meeting, or a portion of a meeting, “In Camera” to discuss any matter which in the Directors’ opinion is best discussed in private. When a meeting is held “In Camera” the Board does

not have the power to pass a motion in that meeting apart from the motion to revert to an “Open Meeting”.

6.1.7.16 In the absence of both the Chair and Vice Chair, the Directors present shall elect an Acting Chair for the duration of that meeting.

## **6.2 Officers**

6.2.1 The Officers of the Society are the Chair, Vice Chair, Secretary, and Treasurer.

6.2.2 An Officer may hold office for the duration of a single year or the term for which he has been elected to the Board. An officer may also hold the same office for consecutive terms on the Board, but is neither required to do so, nor guaranteed of being appointed to do so. It is permissible for a Director to vacate his office during his term and transfer it to another Director, provided such change is approved by a majority vote of the Board. The Director vacating his office remains a Director of the Board.

## **6.3 Duties of the Officers of the Society**

6.3.1 The Chair

- a) shall be a parent of a child attending the School;
- b) supervises the affairs of the Board;
- c) when present, chairs all meetings of the Society and the Board;
- d) is an ex-officio member of all committees; and
- e) acts as the spokesperson for the Society.

6.3.2 The Vice Chair

- a) shall be a parent of a child attending the School;
- b) presides at meetings in the Chair’s absence; and
- c) replaces the Chair at various functions when asked to do so by the Chair of the Board.

6.3.3 The Secretary

- a) maintains minutes of the meetings;
- b) provides draft copies of minutes to all directors for approval;
- c) posts approved minutes in the School;
- d) maintains an up-to-date record of all Board Policies;
- e) maintains the Register of Members;
- f) distributes meeting notices; and
- g) files the annual return, changes in the Directors of the Society, amendments in the Bylaws and other incorporating documents with the Corporate Registry.

6.3.4 The Treasurer

- a) ensures all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;

- b) ensures a detailed account of Society revenues and expenditures is presented to the Board as requested;
- c) ensures that an audited financial statement of the Society is prepared and presented at the AGM; and
- d) ensures that statutory obligations are filed appropriately.

## **6.4 Board Committees**

### **6.4.1 Committees**

The Board may appoint committees to advise the Board. A Member in good standing is eligible to serve on a Board committee, except committees that deal with confidential information.

### **6.4.2 Procedures for Committees**

Procedures for Committees are set out in Board Policy.

## **6.5 Superintendent**

6.5.1 The Board will contract a Superintendent to carry out assigned duties in accordance with Board Policy.

6.5.2 The Superintendent reports to and is responsible to the Board, and acts as an advisor to the Board and all Board committees.