

Notice of Motion – Number One

Please take notice that, in accordance with article 8(1)(g) of the Public School Administrators Association of Nova Scotia (“Association”) by-laws, the Board of Directors has developed proposed amendments to the Association by-laws for consideration and a vote by membership as a special resolution pursuant to article 20(4)(c) of the Association by-laws.

This vote of membership will occur at the Annual General Meeting of the Association, to be held by electronic means on October 27, 2020 at 4:00 pm. Instructions on how to access the electronic meeting, as well as advance voting options, will follow this notice.

The purpose of this proposed amendment is to:

1. Recognize that the role of the Chair of the Board is a full time position that requires one to take a leave from regular duties.
2. Change the standard term of the Chair from one (1) year to two (2) years.
3. Arrange the timing of election and/or ratification of the Chair so that the individual elected as Chair will have sufficient time to arrange their affairs for the transition.
4. Create a designated director role to be held by the Chair.
5. Provide a mechanism for the Board of Directors to extend an incumbent Chair’s term or appoint and elect a new Director to act as Chair where a suitable candidate is not available from the existing roster of Directors.
6. Increase the maximum consecutive time a director can act as an officer from three (3) years to four (4) years while maintaining the maximum time a person can serve as a director at six (6) years.

Specifically, the proposed amendments to the Association by-laws are set out below:

General responsibility, term and term limits, prohibition on remuneration and avoidance of conflict.

Article 7:

...

3) A person may hold office as a director for more than one term but no person may hold office as a director for more than three complete, consecutive terms. For greater certainty, no person, including anyone who serves as Chair, can hold office as a director for more than six consecutive years.

Composition of the Board

Article 9:

...

2) The Board shall be comprised of the following number of directors in each of the following categories:

...

k) a maximum of four (4), with no minimum, from any category of member to increase diversity on the Board, taking into account such things as the gender, ancestry, experience, skills and leadership roles of current board members; and

l) one (1) position held by the director elected by the Board to the position of Chair.

3) The director positions outlined in article 9(2)(a) – (h) shall be chosen through a first-past-the-post-election by members within the Centre for Education / Conseil scolaire acadien provincial to which the applicable director position relates. The director positions outlined in article 9(2)(i) – (k) shall be appointed by the Board or designated committee thereof. The director position outlined in article 9(2)(l) shall be elected by the Board in accordance with article 13(2). The election and appointment of all directors is subject to ratification by members in accordance with article 20(1)(e).

Composition, election, powers and responsibilities, filling vacancy – Executive and officers

Article 13:

...

2) The position of Chair is a full-time position that requires the director elected as Chair to take a leave from their regular employment position. As such, the following provisions shall apply to the election of the Chair:

a) The term of Chair shall be two years, commencing immediately following the first annual general meeting of the Association following election as Chair. A director may serve no more than two consecutive two year terms as Chair.

b) In any year the term of the Chair is set to expire, the Board shall elect a new Chair by ordinary resolution by no later than April 15 in order to provide the newly elected Chair time to arrange their transition to the position in advance of taking office. In the event that no suitable candidate for Chair is identified from amongst existing directors as of April 15, the Board may proceed to:

- I. Extend the incumbent Chair's term for one (1) additional year, provided the incumbent Chair will not, as a result, exceed four consecutive years as Chair or six consecutive years as a director; or
- II. Appoint and elect a new director to act as Chair for up to a two (2) year term by ordinary resolution after seeking and assessing Expressions of Interest from Association membership.

c) Notwithstanding article 7(2), the term of any director elected to the position of Chair shall be extended for such as term(s) over which they consecutively hold the position of Chair in accordance with this article 13, provided no director shall exceed the maximum of six consecutive years in office required under article 7(3).

d) Any director elected as Chair whose term of directorship has not been previously ratified by membership, or has not been ratified by membership within the last three years, must have their directorship ratified by membership in accordance with article 20(1)(e). In the event that membership fails to ratify the directorship of such person elected by the Board as Chair, the Board may elect an alternative Chair in accordance with article 13(2)(b)(i) – (ii) above.

- e) Any director elected as Chair shall, upon their term as Chair taking effect, vacate any director office held with the Association and assume the director office designated for the Chair in accordance with article 9(2)(l). Where this creates a director vacancy, the Board may, prior to taking steps to fill the vacancy in the normal course, fill the vacancy on an interim basis, or leave the vacancy open on an interim basis, in accordance with article 11.
- 3) The Vice-chair, Secretary-treasurer and such other officers as the Board determines, excluding the Chair, shall be elected by the members of the Board, by ordinary resolution, at the first meeting of the Board following the annual general meeting of the Association.
- 4) In the event that an officer is unable for any reason to complete their term of office the directors may elect from among their number a person to act in substitution for the officer for the remainder of the officer's term. In the case of the Chair, the Board may also appoint and/or elect a new director to act as Chair for up to a two (2) year term by following the procedure set out in article 13(2)(b)(ii).
- 5) A person may hold office for more than one term but no person may hold that office for more than ~~three~~ four consecutive years.

Business and conduct of general meetings

Article 20:

- 1) At each annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

...

- a) Ratification of the appointment of directors, if any. Notwithstanding the foregoing, a director who has been elected by the Board to act as Chair may be ratified by membership at any ordinary general meeting or extraordinary general meeting.