

**PSAANS Annual General Meeting (Virtual)
Assemblée générale annuelle de l'AAEPNE**

Virtual / Virtuel

Thursday, November 5th, 2020 / jeudi, 5 novembre, 2020

**Acknowledgement of Mi'kmaq Ancestral Territory / Reconnaissance du territoire ancestral
mi'kmaq**

1. Chair Simony issued a warm welcome to PSAANS members, PSAANS Board of Directors and PSAANS staff in attendance and reviewed some housekeeping items (directions on procedures for today's online voting conducted with the technology and assistance of Intelivote Systems Inc., and a reminder of the Intelivote voter pin information that was sent by email on October 9th, 2020)

Establish Quorum / Établir le quorum- **Quorum Established** with an excess of 450
advance ballots in place from a possible 877 members

4:04 pm: Call to Order / Rappeler à l'ordre

Introductions of current PSAANS Executive and Board of Directors, as well as PSAANS
Staff Members.

PSAANS Executive

Chair, Tim Simony-HRCE
Vice Chair, Maria Carty-AVRCE
Secretary, Michelle Coleman-CBVRCE
Treasurer, Kim Frank-AVRCE

PSAANS Directors

Scott Armstrong-CCRCE
Chuck Boudreau-SRCE
John Doucette-SSRCE
Miranda Gould-Appointed-Representing members of Indigenous Ancestry
Karen Hudson- Appointed-Representing members of African descent
Derek Lesser-TCRCE
Kelly MacLeod-HRCE
Sabitha Masih-Appointed

Ron Muller-Appointed
Jen Murray-HRCE
Marc Poirier- CSAP
Steve Wells-CCRCE

PSAANS Staff Members

Executive Director, Ford Rice
Coordinator of Member Services, Harvey Beaton
Manager of Financial Services, Kathryn Burlton
Legal Counsel-Cox & Palmer- Geoff Breen

Simony noted that the documents for today's proceedings, including the Annual Report, Audited Financial Statements and Notices of Motion, are all contained in the email that was sent out on October 6th, 22nd, and 26th, 2020. These documents are also available on the member Hub of the PSAANS website.

2. MATTERS OF ORDINARY BUSINESS / QUESTIONS D'AFFAIRES ORDINAIRES

Approval of Minutes of 2019 AGM/ Approbation du procès-verbal 2019

MOTION: I vote to approve the minutes as presented for the PSAANS Annual General Meeting (AGM), on October 25th, 2019 (Simony); Seconded; (Carty)

Vote	# of Votes Cast	Percentage of those Present
Yes	454	99.6%
No	1	0.2%
Spoiled	1	0.2%
Total	456	100%

CARRIED

3. Chair's Report / Rapport du président - Tim Simony - Chair / Président

Chair Simony shared the following report that briefly covers developments over the past 12 months:

Chair's Report

On behalf of the Board of Directors of the Public School Administrators Association of Nova Scotia, I want to begin by acknowledging the incredible leadership shown by each of you through the spring, summer, and fall of this year. The students and families of Nova Scotia are indebted to you for the individual sacrifices you have made in order to lead our public schools and school systems safely while continuing to meet the challenges of inequity faced by many in our school communities. You have attended to the mental health of your students and staff, overcame technology gaps exacerbated by poverty or geography, while simultaneously inspiring your staff to do the same and meet student academic and emotional needs through any means necessary. I am humbled to be a representative of your voice.

This is our 3rd AGM and marks 24 months since the establishment of the First Board. I had a reality check when considering that the Pandemic response has consumed almost a third of that time, about 8 months so far. This has been the central focus of PSAANS staff and the Board of Directors for most of the past year. We have been fortunate to have had the opportunity to directly represent the voice of administrators at the provincial table of the Learning Continuity Plan, with the Deputy Minister, and at various EECD coordinating tables. This continues to be a unique position nationally. It enabled us to reach an agreement on the broad principles necessary for the safe opening of schools and to continue substantive discussions with the Department regarding administrator workload. These aspects have all illustrated fundamental needs and concerns for administrators that we are bringing forward in the MOU discussions as they continue.

The pandemic interrupted the MOU process substantially, as it did to the negotiations for the NSTU. It is critical for our negotiations that we be able to build upon those items negotiated in the TPA because it establishes a minimum foundation of benefits and services. Elements like compensation, Article 60 professional development funding, and different types of leaves of absence may be negotiated and transported into our MOU. Further items that address concerns unique to administrators are then ours

to negotiate in the MOU. We have been focused on addressing compensation and its relationship to workload, advance reporting, employee supervision, among other items that have been shared in our updates, the most recent being yesterday. We have two more days of meetings scheduled for next week. Our process, once we have a tentative MOU will be to seek support from the Board of Directors, share it broadly with all members, host regional meetings and establish a method for approval, by you, the membership.

I encourage you to read the Annual report we distributed last week. It itemizes the many items that have been accomplished on your behalf this year.

- Representation for members by PSAANS staff
- Retirement Celebrations
- A tripartite agreement for return to the classroom
- Securing supplemental and Independent counselling support for administrators
- 2 PSAANS retirement seminar events
- The establishment of the PSAANS Bursary Program
- And policy development in the areas of
 - Compensation and Expenses for the Board Chair
 - Purchasing Policy
 - Travel Policy

This past year has been a testament to the immense capacity educational leaders have for change, innovation, and compassion. I am excited to be part of the association's Board of Directors and an organization committed to that work.

Tim Simony - Chair

4. Treasurer's Report / Rapport du trésorier - (Please see report attached to AGM Minutes)- Kim Frank, Treasurer / Trésorier, Kathryn Burlton, Manager of Financial Services / Directrice des services financiers

- Frank presented the 2019-2020 Treasurer's report, including the presentation of audited financial statements. Frank reported that the audit resulted in an unqualified audit report from G & R Chartered Professional Accountants and an accumulated surplus for the fiscal year. Frank also reviewed the three motions related to finance.

MOTION: I vote to accept the Audited Financial Statements as presented for the fiscal year ending July 31st, 2020 (Frank); Seconded; (Carty)

Vote	# of Votes Cast	Percentage of those Present (456)
Yes	441	96.7%
No	7	2.0%
Spoiled	1	0.3%
Total	449	

CARRIED

MOTION: I vote to approve the PSAANS Budget as presented for the fiscal year August 1, 2020 to July 31, 2021 / Approbation du budget for the fiscal year August 1, 2020 - July 31st, 2021 (Frank); Seconded; (Carty)

Vote	# of Votes Cast	Percentage of those Present (456)
Yes	436	95.6%
No	8	1.8%
Spoiled	1	0.2%
Total	445	

CARRIED

MOTION: I vote to accept the appointment of G & R Chartered Professional Accountants as auditors for the 2020-2021 fiscal year August 1, 2020 to July 31, 2021/ Acceptation des auditeurs pour of G & R Chartered Professional Accountants 2020-2021 (Frank); Seconded; (Carty)

Vote	# of Votes Cast	Percentage of those Present (456)
Yes	443	97.0%
No	1	0.2%
Spoiled	0	
Total	444	

CARRIED

- Chair Simony recognized and thanked departing Board members who are completing their two year term. Treasurer Kim Frank, both a member of the Interim Board and the First Board of Directors and Board of Director, Chuck Boudreau, representing administrators in the Strait Regional Centre for Education and a member of our First Board of Directors. Simony thanked them for their hard work and dedication to PSAANS and for their commitment and contributions in moving the association forward. A token of acknowledgement for their role as members of the Board of Directors will be presented in person at a later time.

5. Election Committee's Report / Rapport du comité d'élection - Maria Carty, Vice-Chair / Vice-présidente

Vice Chair Carty reported on the results of the Intelivote elections held on September 29th, 2020 between 8am and 8pm in the CBVRCE region (1 seat to be filled), CCRCE region (1 seat to be filled), and HRCE region (2 seats to be filled). Carty also reported on BOD positions filled by appointments and acclamation.

MOTION - I vote to accept the ratification of the named PSAANS members as members of the PSAANS Board of Directors for 2020-2021.

Ratification of 2020-2021 Board of Directors / Ratification du conseil d'administration 2020-2021 (Carty); Seconded (Frank)

Board of Directors (2020-2021):

- Armstrong, Scott: Principal, South Colchester Academy, CCRCE
- Carty, Maria: Coordinator of Programs and Student Services, AVRCE
- Coleman, Michelle: Vice-Principal, Riverview High School, CBVRCE
- Doucette, John: Vice-Principal, Parkview Education Centre, SSRCE
- Gould, Miranda: Coordinator of Mi'kmaw Services, SRCE (Appointed-Representing members of Indigenous Descent)
- Hudson, Karen: Principal, Auburn Drive High, HRCE (Appointed-Representing members of African descent).
- Landry, Paul: Regional Executive Director of Education, SRCE (Appointed)
- Lesser, Derek: Coordinator of Community and International Services, TCRCE
- MacIsaac, Mike: Principal, St. Mary's Education Centre/Academy, SRCE
- MacLeod, Kelly: Principal, Lockview High School, HRCE
- Masih, Sabitha: Principal, Cunard Junior High, HRCE (Appointed)
- Muller, Ron: Principal, Baddeck Academy, CBVRCE (Appointed)
- Murray, Jen: Principal, Eastern Shore District High, HRCE
- Poirier, Marc: Directeur, École secondaire de Clare, CSAP
- Simony, Tim: Former Principal, Halifax West High School, HRCE
- Thorburn, Stacy: Vice-Principal, South Queens Middle School, SSRCE (Appointed)
- Wells, Steve: Principal, Cyrus Eaton Elementary School, CCRCE

Vote	# of Votes Cast	Percentage of those Present (456)
Yes	440	96.4%
No	3	0.6%
Spoiled	1	0.2%
Total	444	

CARRIED

6. MATTERS OF SPECIAL BUSINESS / QUESTIONS D'AFFAIRES SPÉCIALES

By-Law Amendments / Modifications aux règlements

The Board of Directors proposed two amendments to the current by-laws.

Special Business – Motion #1

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.

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.

MOTION ONE: I vote to approve Motion #1 -La première motion (Simony); Seconded; (Carty)

Vote	# of Votes Cast	Percentage of those Present (456)
Yes	421	92%
No	6	1.3%
Spoiled	1	0.2%
Total	428	

CARRIED

Special Business – Motion #2

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.

The purpose of this proposed amendment is to provide the Board with the ability to borrow funds, through a credit card or other commercially available means, for the sole purpose of

covering Association expenses in accordance with the Association's budget.

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

Specific Powers and responsibilities of the Board

Article 8:

1) Without limiting the generality of article 7(1), the directors shall have the authority to: ...

c) Borrow funds, by way of credit card or other commercially available means, for the sole purpose of covering Association expenses in accordance with the Association's budget;

Business and conduct of general meetings

Article 20:

4) Any resolution pertaining to ordinary or special business shall be passed by vote of a simple majority of those present, except a resolution pertaining to any of the following business which may only be passed by a special resolution:

d) Borrowing money by means other than as authorized pursuant to article 8(c);

MOTION TWO: I vote to approve Motion # 2 -La deuxième motion (Simony); Seconded; (Carty)

Vote	# of Votes Cast	Percentage of those Present (456)
Yes	412	90%
No	9	2.0%
Spoiled	2	0.4%
Total	423	

CARRIED

- Chair Simony reported that voting would remain open for 15 minutes following the meeting and that the results will be shared with all members of the association tomorrow. Chair Simony thanked all members for their active participation in the 3rd Annual General meeting either by participating online today or by exercising the option for advance voting. He also encouraged members to continue to reach out at info@psaans.ca

Move to adjourn (4:34) pm (Simony)

Respectfully submitted,

TIM SIMONY,
PSAANS BOARD CHAIR

MICHELLE COLEMAN
PSAANS BOARD SECRETARY