



Annual General Meeting
Wednesday, October 4, 2017
Chestnut Conference Centre
89 Chestnut Street, Armoury Room, Toronto
9:00 am to 10:30 am

MINUTES

Present: Shirley Graham (chair), Denise Baxter, Harry Bezruchko, Julie Bodiam, Annik Boucher, Maria Calabrese, Joseph Colonna, Deborah Cook, Mario DiVittorio, Jean Pierre Dufour, Jean-Pierre Durette, Monica Etzler, Pamela Eurig, Rob Gilmour, Wilf Gray, Frank Hummell, Dorota Jakubowska, Julie Jarvis, Angelika Kerr, Barbara MacFater, Jeff Moore, Peggy Morin, Jim Morton, Meghan Murphy, Len Noens, Charlotte Parliament, Heidi Patterson, Larry Pezzutto, John Procter, Tammy Rodaro, Alison Sadowski, David Sasseville, Jessica Silver, Ed Stavnitzky, Brenda Steffler, Denise Tinney, Sevgul Topkara-Sarsu, Brunella Trinka, Anne Marie Williams, Jim Wilson,

Proxies: Paul E. Henry, Paul Cox, Bob Deeth, Carla Trembley, Paul Cianciolo

Staff Present: Bernadette Beaupre (CESBA Executive Director)

Minutes Recorded: Urszula Mazur (CESBA Administrator/Project Coordinator)

1. Welcome Shirley Graham, CESBA Chair

Chair welcomed everyone; declared that there was quorum at the 2017 AGM; and called meeting to order at 9:40 am.

2. Adoption of agenda –Shirley Graham, CESBA Chair

The agenda for the October 4, 2017 AGM was adopted.

3. Adoption of the October 4, 2016 AGM Minutes- Shirley Graham, CESBA Chair

The October 4, 2016 AGM Minutes were adopted. Moved by Len Noens. Seconded by Deb Cook.

4. Chair's Report-Shirley Graham, CESBA Chair

The Chair presented her report.

5. Adoption of Audit Committee Report (2016–2017 Financial Statements)- Shirley Graham, CESBA Chair

Len Noens presented Audit Committee Report.

CESBA audit committee recommended that the CESBA Financial Statements for the year 2016-2017 be accepted.

Moved by Jean-Pierre Durette, seconded by Deb Cook that the 2016-2017 Financial Statements be

accepted.

6. **Appointment of the Auditor for 2017/2018-Shirley Graham, CESBA Chair**

Chair called for approval of auditor Pennylegion|Chung LLP for 2017-2018.

Moved by Len Noens, seconded by Jeff Moore that the auditor Pennylegion|Chung LLP be approved for 2017-2018.

7. **Executive Director's Report-Bernadette Beaupre, CESBA Executive Director**

Executive Director presented the ED Report.

8. **Adoption of the Slate of Nominees- Shirley Graham, CESBA Chair**

Chair presented slate of nominees for the CESBA Board of Directors.

Slate of Nominees: Tammy Rodaro, Jim Wilson

Nomination committee motioned that this slate of nominees as presented for the position of CESBA Directors, be approved by the CESBA members.

Moved by Julie Bodiam, seconded by Alison Sadowski that the Slate of Nominees be approved. CARRIED.

9. **By-laws changes approval-Shirley Graham, CESBA Chair**

Chair presented proposed by-law changes and rationale. Chair motioned that the by-law changes be approved.

Moved by Jean-Pierre Durette, seconded by Alison Sadowski

9. **Thank you to Departing CESBA Board Member- Shirley Graham, CESBA Chair**

Chair thanked Deb Cook departing CESBA Board member for her input and contribution to CESBA Board.

10. **Other Business- Shirley Graham, CESBA Chair**

There was no other Business.

11. **Adjourn- Shirley Graham, CESBA Chair**

Chair declared 2017 AGM adjourned at 10:30 am.

CESBA Bylaw Amendments

1. Bylaw 2.1 Currently Reads As:
The Board shall comprise a range of five to six Directors.

Proposed Amendment and rationale:

Change number of Directors from five to six Directors to five to seven. This bylaw was set at 5-6 directors as a cost saving measure, but as experienced this year, we find ourselves woefully short of directors due to situations out of our control; such as Principals, or Vice Principals being transferred from Adult and Continuing Education.

Bylaw as it will read if the amendment is adopted:

2.1 The Board shall comprise a range of five to seven Directors.

2. Bylaw 2.2 currently Reads As:
Slate presented by the board and approved at the AGM at which they are elected shall take place at the Annual General Meeting with the term of office commencing at the conclusion of the Annual General Meeting at which they are elected to the Board of Directors and shall cease at the conclusion of the Annual General Meeting for the final year of their term

Proposed Amendment and rationale:

Clarify language

Bylaw as it will read if the amendment is adopted:

The slate of nominees will be presented by the board at the AGM and the membership, either in person or by proxy, will vote to approve the slate of nominees. The term of office commences at the conclusion of the Annual General Meeting at which they were elected to the Board of Directors, and they shall cease at the conclusion of the Annual General Meeting for the final year of their term. Each Board member is entitled to two 3-year terms.

3. Bylaw 2.4 Currently Reads As:
In a three-year cycle, two Directors are elected in Year 1, two Directors are elected in Year 2 and one Director is elected in Year 3.

Proposed Amendment and rationale:

It is not practical given the movement of Principals and Vice Principals out of Adult and Continuing Education. Remove by law 2.4.

4. Bylaw 4.2 Currently Reads As:
If a Director resigns his membership within the Association;

Proposed Amendment and rationale:

This bylaw should be amended since only school boards are members of CESBA. Individuals are not members.

Bylaw as it will read if the amendment is adopted:

4.2 If a school board resigns, or discontinues membership with CESBA, the Director will have to resign their position on the Board.

5. Bylaw 4.4 Currently Reads As:

If the Director becomes bankrupt or suspends payment, or compounds with his creditors or makes unauthorized assignment or is declared insolvent;

Proposed Amendment and rationale:

This bylaw should be amended since only school boards are members of CESBA. Individuals are not members.

Bylaw as it will read if the amendment is adopted:

If a school board becomes bankrupt or suspends membership payment, or compounds with their creditors or makes unauthorized assignment or is declared insolvent;

6. Bylaw 5.3 Currently Reads As:

The secretary shall not be entitled to vote at any meeting, including the meeting of the Board of Directors or any meeting of the members of the Association.

Proposed Amendment and rationale:

CESBA does not have a secretary. Bylaw 5.3 should be removed.

7. Bylaw 7.5 Currently Reads As:

Voting by members can take place via online proxy voting in addition to in person voting. An online proxy form will be available on the Association's website for members to use.

Proposed Amendment and rationale:

It is redundant, already stated in Bylaw 7.3. Remove Bylaw 7.5.