



## **MASS MEMBERS HANDBOOK**

**A publication of:**

**THE MANITOBA ASSOCIATION OF SCHOOL SUPERINTENDENTS INC.  
L'ASSOCIATION MANITOBAINE DES DIRECTEURS GÉNÉRAUX DES ÉCOLES INC.**

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## INTRODUCTION

**MASS is the acronym for** The Manitoba Association of School Superintendents  
Inc./ Association Manitobaine des directeurs generaux des écoles inc.

### Definitions

1. In this handbook
  - a. “Corporation” means the Manitoba Association of School Superintendents (MASS)
  - b. “Board of Directors” refers to the Executive Committee of the Manitoba Association of School Superintendents
  - c. “Director” means a regionally elected member to the Board of Directors
  - d. “Director at Large” means an elected member to the Board of Directors
  - e. “Table Officers” refers to the members holding a commission on the Board of Directors, i.e. **President, Vice President, and Treasurer**

# ARTICLES OF INCORPORATION

## Name of Corporation:

**THE MANITOBA ASSOCIATION OF SCHOOL SUPERINTENDENTS INC./  
ASSOCIATION MANITOBAINE DES DIRECTEURS GÉNÉRAUX DES ÉCOLES INC.**

## **Schedule I to the Articles of Incorporation of The Manitoba Association of School Superintendents Inc./ Association manitobaine des directeurs généraux des écoles inc.**

### **First Directors**

| <u>Name</u>      | <u>Address</u>                                       |
|------------------|--|
| Walter Melnyk    | 3 Melmar Place<br>Winnipeg, Manitoba<br>R2G 0P3      |
| Rex Williams     | Box 717<br>Morris, Manitoba<br>R0G 1K0               |
| Gerry Dougall    | 120 3rd Avenue N.E.<br>Dauphin, Manitoba<br>R7N 0Y7  |
| Norman Isler     | 10 Laurel<br>Winnipeg, Manitoba<br>R2V 2V7           |
| John Ilavsky     | 307 Waterloo Street<br>Winnipeg, Manitoba<br>R3N 0S7 |
| Vera Derenchuk   | 41 Salme Drive<br>Winnipeg, Manitoba<br>R2M 1Y8      |
| Gerald McConaghy | 111 Lyndale Drive<br>Winnipeg, Manitoba<br>R2H 1K4   |
| Max Schatz       | Box 298<br>Minnedosa, Manitoba<br>R0J 1E0            |
| Dennis Stefanson | 39 Keats Way<br>Winnipeg, Manitoba<br>R3K 0S2        |
| Alvin Yaskiw     | P.O. Box 148<br>The Pas, Manitoba<br>R9A 1K3         |

**Schedule II to the Articles of Incorporation of  
The Manitoba Association of School Superintendents Inc./  
Association manitobaine des directeurs généraux des écoles inc.**

(hereinafter called the “Corporation”)

**Mission:**

**MASS provides leadership for public education by advocating in the best interests of learners, and supports its members through professional services.**

(adopted November 14, 2001).

**Goals:**

The undertaking of the Corporation is restricted to the following objects:

- a. to promote and advocate for public education and the well-being of children, families and communities provincially, nationally and internationally;
- b. to initiate, promote and engage in professional learning designed for the personal and professional growth and expertise of its members;
- c. to support the ethical, educational leadership of superintendents;
- d. to promote a high standard of professional conduct among superintendents;
- e. to provide assistance and information in matters relating to the working conditions and welfare of its members;
- f. to facilitate communication among Manitoba school superintendents and Canadian school administrators at the divisional, district, provincial and national levels so that information relating to supervision and the administration of public education in Canada can be assembled and made available;
- g. to collaborate with the appropriate government departments, professional organizations and post-secondary institutions in the development of educational policy of Manitoba;
- h. to collaborate with other organizations having objectives similar to those of the Corporation, in Canada and in other countries;
- i. to promote informed public discussion of educational issues and to inform the public of the perspective of the Corporation;
- j. to take any measures, not inconsistent with these Articles or The Corporations Act of Manitoba or any other Act of the Legislature, or any regulations or rules made under the authority of an Act of the Legislature, that the Corporation deems necessary or advisable to give effect to any policy adopted by it with respect to any question directly or indirectly affecting the purposes and objectives of the Corporation.

Approved: 1986  
Revised: May 20, 2010

**Schedule III to the Articles of Incorporation of  
The Manitoba Association of School Superintendents Inc./  
Association manitobaine des directeurs généraux des écoles inc.**  
(hereinafter called the "Corporation")

**Other provisions:**

**1. Membership**

**1.1 Active Members** - a person who is employed in a public school jurisdiction in Manitoba and who:

- a. is a superintendent of schools, a director of education or an assistant or deputy assistant superintendent of schools, or holds a position judged by the Board of Directors to be equivalent to one of the foregoing job titles and the employment contract provides that said employee falls outside the scope of the employer's teacher-related collective agreement;
- b. is eligible for a Manitoba Professional Teaching Certificate; and
- c. has experience as a teacher, supervisor or administrator in education;  
may become an Active Member of the Corporation upon payment of the prescribed membership fee.

*Amended May 2008; May 2016*

**1.2 Associate Member**

- a. A person who
  - i) was a member in good standing of the Corporation immediately prior to being promoted or transferred to another position with comparable status and responsibility as determined by the Board; or
  - ii) meets requirement (a) under 1.1 above, but does not meet requirements (b) and/or (c) under 1.1 for active membership; or
  - iii) is a full, associate, or assistant professor of education at a university in Manitoba; or
  - iv) meets the requirements of (a) (b) and (c) under 1.1 above and is employed in a Manitoba Independent school jurisdiction or a First Nation Education Authority  
may become an Associate Member of the Corporation upon payment of the prescribed membership fee.

*Amended June, 1988; May 2008; May 2016*

- b. An Associate Member has the privileges and benefits accorded Active Members except the right to be elected to the Board, the right to MASS Legal Assistance and the right to vote."

*Amended: May 2011*

**1.3 Life Members**

- a. Life membership shall be granted to an individual who, upon leaving a MASS position, has been a member in good standing for a minimum of five (5) years.
- b. In the case of exemplary service under five (5) years, Honorary Life membership may be granted.
- c. Life membership may be revoked for conduct contrary to the values of MASS as determined by the MASS executive.
- d. A Life Member has no right to vote on any matter before the Corporation or to be a member of the Board, unless he is also an Active Member.

*Amended May 2016*

**2. Membership Fees**

The annual fee for membership shall be determined in the manner set forth in the by-laws.

**3. By-Laws**

3.1 A by-law of the Corporation passed by the Board, or any amendment or repeal of a by-law of the Corporation made by the Board, ceases to have effect at the close of the annual general meeting next after the date on which the by-law was passed, amended or repealed unless the by-law or the amendment or repeal, as the case may be, is confirmed by a resolution passed at the annual general meeting or a general meeting prior thereto.

3.2 A by-law of the Corporation may be amended at any general meeting provided that a quorum of the Active Members as prescribed in the by-laws of the Corporation is present at the meeting, and that a notice of the proposed amendment has been circulated, at least twenty-one days and not more than fifty days, prior to the said meeting. A resolution to confirm, amend or repeal a by-law shall be carried when it receives a majority of the votes of those Active Members present at such general meeting.

**4. Amendments to the Articles of Incorporation**

4.1 Subject to the provisions of the Corporations Act of Manitoba, Articles may be amended at any general meeting provided that a quorum of the Active Members as prescribed in the by-laws of the Corporation is present at the meeting, and that notice of the proposed amendment has been circulated at least twenty-one days and not more than fifty days prior to the said meeting.

4.2 At a general meeting at which a motion to amend the Articles is being considered, the proposed amendment may be amended from the floor only for the purpose of clarification and not for intent or substance. The decision on the acceptability of an amendment from the floor in this regard shall be that of the chair.

4.3 A motion to amend the Articles shall be carried when it receives a two-thirds majority of the votes cast by those Active Members present.

**5. Distribution of Assets upon Dissolution**

Upon dissolution of the Corporation the remaining property of the Corporation shall, after all of the liabilities of the Corporation have been discharged, be paid or transferred to the Minister of Education of Manitoba in trust to be applied by him to special needs in education in Manitoba as determined by him in his discretion.

## By-law No. 1

A by-law relating generally to the transaction of the affairs of  
the Manitoba Association of School Superintendents Inc.

Be it enacted as a by-law of The Manitoba Association of School Superintendents Inc./Association manitobaine des directeurs généraux des écoles inc. (herein called the “Corporation”) as follows:

### 1. Registered Office

- 1.1 The Registered Office of the Corporation shall be in the Province of Manitoba, and at such place therein as the directors may from time to time determine.

### 2. Seal

- 2.1 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

### 3. Regional Organization

- 3.1 The Corporation shall give official status to regional groupings as follows:

- a. Southwestern, consisting of active members from the divisions or districts of Beautiful Plains, Brandon, Fort La Bosse, Mountain View, Park West, Rolling River, Southwest Horizon, Swan Valley, Turtle Mountain, and Turtle River.
- b. South Central, consisting of active members from the divisions or districts of Border Land, Garden Valley, Pine Creek, Portage la Prairie, Prairie Rose, Prairie Spirit, and Western.
- c. Southeast Interlake, consisting of active members of the divisions or districts of Evergreen, Franco-manitobaine, Hanover, Interlake, Lakeshore, Lord Selkirk, Red River Valley, Seine River, Sunrise and Whiteshell.
- d. Metro Winnipeg, consisting of active members from the divisions or districts of Louis Riel, Pembina Trails, River East Transcona, St. James-Assiniboia, Seven Oaks, and Winnipeg.
- e. Northern, consisting of active members from the divisions or districts of Flin Flon, Frontier, Kelsey, and Mystery Lake.

*(amended May 2016)*

- 3.2 Members from school districts, education authorities, band-operated schools, or other similar educational jurisdictions not named in Section 3.1 shall be members of the region within whose boundaries their administration office is located. (Boundaries are as defined by the groupings of school divisions described in Section 3.1).

- 3.3 If an **active** member attends a meeting of another region by invitation they may not officially represent that region or serve as Chairperson or Director of the Board.

*(amended June 1999; May 2003; June 2016) for review May 2019*

#### 4. Composition of the Board of Directors

- 4.1 The affairs of the Corporation shall be managed by a board of directors, hereafter referred to as the “Board” or the Executive Committee of MASS. *(amended May 2018)*
- 4.2 The table officers of the Board shall consist of the President, the Vice-President and the Treasurer. *(amended May 2018)*
- 4.3 The Board shall also consist of eight directors elected from the regions in accordance with Section 7.00, one director serving as chairperson of the MASS Professional Learning Committee, and two directors-at-large nominated by the Nominating Committee in accordance with Section 6.3 and elected by the membership at large. *(amended May 2011; May 2018)*  
)
- 4.4 The Board will, wherever possible, assign Standing Committee, Focus Committee or Ad Hoc Committee chairperson responsibilities to the directors elected from each region. *(amended May 2016; May 2018)*
- 4.5 Any person who is an Active Member (within the meaning of that term in the Articles of the Corporation) is eligible to be elected or appointed as a member of the Board.
- 4.6 When a member of the Board ceases to be an Active Member he/she shall thereupon cease to be a member of the Board.
- 4.7 Each member of the Board shall be elected to hold office until the end of the first annual meeting held after his/her election or until a qualified successor shall have been duly elected. Each member of the Board shall be eligible for re-election for the ensuing year if otherwise qualified.

#### 5. Powers and Responsibilities of the Board of Directors

- 5.1 The Board may:
  - a. fill any vacancy on the Board for the remainder of the term of office in accordance with Section 6.8, provided there remains a quorum of directors. Table Officer positions shall be filled from among the Active Members of the Corporation. Regional Directors shall be selected from among the Active Members from the specific region in which the vacancy occurred. If there is not a quorum of directors, the remaining directors shall call a general meeting of the membership to fill the vacancy or vacancies; *(amended May 1997; May 2018)*
  - b. incur any expense that it deems necessary in the conduct of the affairs of the Corporation and to pay the reasonable expenses of the members of the Board and standing committees in the discharge of their duties as such;
  - c. exercise such powers as may be provided by The Corporations Act of Manitoba; and
  - d. do such other things as it may deem necessary for the promotion and attainment of the object of the Corporation.

5.2 The Board shall:

- a. administer, direct and supervise the business, property and affairs of the Corporation;
- b. employ an Executive Director and such other employees as may be required to administer the affairs of the Corporation and fix the remuneration of such Executive Director and other employees;
- c. ensure that the Articles, By-laws, Policy Statements and Position Papers are organized and maintained in an up-to-date manner so as to make them readily accessible to all members;
- d. ensure that a register of the membership is kept at the registered office of the Corporation and that a list of the membership is circulated annually to all members;
- e. request to meet annually with the Minister of Education to discuss problems of mutual concern;
- f. request to meet annually with the Education Critic to discuss emergent issues;  
(amended May 2016)
- g. request that table officers meet annually with the officers of:
  - Manitoba School Boards Association,
  - Manitoba Association of School Board Officials,
  - Manitoba Teachers' Society,
  - Council of School Leaders and
  - Manitoba Association of Parent Councils. (amended May 2016)
- h. ensure that the Corporation is represented on organizations when such representation is deemed to be in the interest of the Corporation;
- i. regularly inform members, through status reports, of progress on action(s) recommended to the Corporation through committee reports or reports of individual members.  
(amended May 2003; May 2016)

**6. Election to the Board of Directors**

- 6.1 At the annual general meeting of the membership of the Corporation elections shall be held every second year for members to serve as Table Officers and directors-at-large on the Board until the end of the annual general meeting at the end of their two-year terms.  
(amended May 2018)
- 6.2 In years when there is no scheduled election for Table Officers and directors-at-large, an election will only be held if a vacancy exists for Table Officers and directors-at-large positions and to ratify newly elected regional or Professional Learning Directors, as per Section 6.8.  
(amended May 2018)

- 6.3 The Board shall give not less than twenty-one and not more than fifty days prior written notice to every member of the Corporation at his/her last address in the records of the Corporation of the date, time and place of the said annual general meeting.
- 6.4 MASS Table Officers shall be the President, the Vice-President and the Treasurer.
- a. The Treasurer shall be elected to a two-year term and may hold two consecutive two-year terms. After a holding a second term, the Treasurer would again be eligible for nomination to that position after a one-year break.
  - b. The Vice-President shall be elected to a two-year term and may only hold one term as Vice-President. Should a Vice-President not complete their term as Vice-President and go on to be President, they would be eligible for nomination as Vice-President in the future.
  - c. The President shall be elected to a two-year term and may only hold one term as President. After completing their term as President, they would be eligible for nomination to any other position on the Executive Committee.  
*(amended May 2018)*
- 6.5 The nominating committee shall be chaired by the most recent MASS past president, who is still an Active Member of the Corporation.  
*(amended May 2018)*
- 6.6 The Chairperson of the MASS Nomination Committee:
- a. shall select to the committee two recent past MASS Presidents or Table Officers who are Active Members of the Corporation not presently serving on the Board;
  - b. shall forward the names of the committee to the Board for appointment by the Board at least sixty days prior to the said general meeting;
  - c. shall post the positions open for election to the membership with a deadline for nominations and invite written nominations from the membership for the committee to consider;
  - d. may approach an individual directly to request that they allow their name to stand for an open position;
  - e. shall ensure that any Active Member of the Association may be nominated from the floor at the Annual General Meeting.  
*(amended May 2018)*
- 6.7 Positions open for nomination every two years are, President, Vice-President, Treasurer, and two members-at-large.
- a. The currently serving Treasurer may choose to be nominated for a second two-year term as Treasurer.
  - b. The currently serving Vice-President may choose to be nominated as President.

- c. The currently serving President may not be nominated for a second consecutive term as President but is eligible to be nominated for another position on the Board, other than a Table Officer position. *(amended May 2018)*

6.8 Replacement of Table Officers during Current Two-Year Term:

- a. Should a sitting Vice-President, Treasurer or director-at-large not be able to finish a two-year term, there would be another nomination and election and the new candidate would assume the remainder of the term.
- b. Should a sitting Vice-President not be able or willing to stand for the President's position at the end of their two-year term as Vice-President they may withdraw and there would be open nominations and elections for the position of President.
- c. Should the Vice-President, Treasurer or director-at-large position become vacant within six months before the Annual General Meeting, the Table Officers may appoint a member of the Executive Committee to complete the term.
- d. Should a sitting President not be able to finish a two-year term the Vice President may finish their two-year term and stand for election of President at the next election of Table Officers.
- e. Should any member of the MASS Executive or a MASS Table Officer act in a manner damaging to the mission or reputation of MASS, they may by unanimous motion of the Executive Committee be asked to step down at any time during their term.

*(amended May 2018)*

6.9. The chairperson of the nominating committee shall submit to the said general meeting a slate of nominees for the following Board positions:

- a. one or more nominees for President;
- b. one or more nominees for Vice-President
- c. one or more nominees for Treasurer;
- d. two or more nominees for the two director-at-large positions.

*(amended May 2018)*

6.10 The nominating committee shall endeavor to balance the slate of nominees for Table Officer positions in terms of skills/expertise, gender, ethnicity and regional representation.

6.11 In principle, there should be a rotation between Metro and Rural/Northern divisions at the Vice-President position. *(amended May 2018)*

6.12 When nominating for the director-at-large positions the nominations committee, in consultation with the Table Officers, will endeavor to make the composition of the Board reflective of the Association's commitment to diversity and inclusion.

*(amended May 2018)*

6.13 When the slate of nominees has been finalized, the Chairperson of the Nominating

Committee shall call for the election of two scrutineers from among the Active Members of the Corporation. *(amended May 1997; amended June 2001)*

- 6.14 The Chairperson of the Nominating Committee shall then conduct the elections of persons for the offices of President, Vice-President, Treasurer and directors-at-large, in that order. Prior to the election for each office, the Chairperson of the Nominating Committee shall call for any additional nominations from the floor.

*(amended May 2018)*

- a. Where there are two or more nominations for one office, each candidate shall be given the opportunity to speak to the membership for a maximum of three minutes prior to the call for a vote. The vote shall then be taken by ballot with election to such office being decided by a majority of the votes cast. If after any ballot the leading candidate has not received a majority of the votes cast on that ballot, another ballot shall be taken with the candidate having received the least votes on the immediately previous ballot being eliminated for each succeeding ballot until a single candidate has received the majority of the votes cast by the active members present.
- b. If there is only one nomination for any of the above offices, the election of such officers shall be by show of hands.

- 6.15 Ballot results shall be reported to the membership in order of standing only, rather than by actual count.

- 6.16 In the event of a tie vote, the vote shall be retaken by ballot until the tie is broken.

- 6.17 The Chairperson of the Nominating Committee shall then announce the regional directors that have been elected through the regional process and the Professional Learning Director, as elected by the MASS Professional Learning Committee, in accordance with 7.1, 7.2, and 7.3. *(amended May 2018)*

- 6.18 The ballots shall be destroyed upon completion of the foregoing election procedures.

## **7. Election of Regional Directors and the Professional Learning Director**

- 7.1 Regional directors from each region will be democratically elected by the members from that region prior to the annual meeting of the Corporation. *(amended May 1997)*

- 7.2 The Metro region shall elect four directors. Each other MASS region shall elect one director. *(amended May 1997; May 2018)*

- 7.3 The MASS Professional Learning Committee Director will be elected by the members of the Professional Learning Committee prior to the annual meeting of the Corporation and will serve as Chairperson of that committee. *(amended 2018)*

## **8. Meetings of the Directors**

- 8.1 The Board shall take office immediately following the close of the annual meeting at which its members are elected. The first meeting of the Board following its election shall be a joint meeting of the outgoing and the incoming Board. The Board shall also hold at least seven additional regular meetings during the year of which written notice shall be given to each director at least seven days prior to such meeting.

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- 8.2 The President may call, as and when necessary, an emergency meeting of the Board upon giving notice in writing, in person or by telephone to each member of the Board.  
*(amended May 1997)*
- 8.3 The parliamentary authority used for the Corporation is Roberts Rules of Order.  
*(amended May 2016)*
- 8.4 A majority of the directors shall constitute a quorum for any meeting of the directors.
- 8.5 Matters arising at a meeting of directors shall be decided by a majority of the votes cast at any such meeting with each director being entitled to one vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present. If no demand is made, the vote shall be taken in the usual way by assent or dissent.
- 8.6 No error or omission in giving such notice for a meeting of the directors shall invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such proceedings at meetings and may notify and approve of any or all proceedings taken or had thereat.

9. **Meetings of the General Membership**

- 9.1 In addition to the annual general meeting to be held each year in accordance with the provisions of Article 6 hereof, the Board shall call at least one meeting of the general membership in each fiscal year, which shall be called no more than six months after the fiscal year end for the purposes of, inter alia, presenting the financial statements and the auditor's report for the most recent fiscal period then ended.  
*(amended June 1994; May 2003)*
- 9.2 The Board shall give at least twenty-one and not more than fifty days' written notice of any general meeting to each member at his/her most recent address in the records of the corporation.
- 9.3 Thirty per cent (30%) of the Active Members of the Corporation present in person shall constitute a quorum at any meeting of the general membership.
- 9.4 Subject to the provisions of the Articles of the Corporation and The Corporation Act of Manitoba, matters arising at a meeting of the general membership shall be decided by a majority of the votes cast by the Active Members present at such meeting.
- 9.5 Subject to the notice provisions of clause 9.2 hereof, the Board or the President or the First Vice-President may at any time call a meeting of the general membership of the Corporation.
- 9.6 No error or omission in giving notice of any annual or general meeting of the members of the Corporation shall invalidate or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may approve, ratify and confirm any or all proceedings taken or had thereat.
- 9.7 The Board may decide to hold an electronic general meeting to vote on emergent issues when a scheduled general meeting does not permit timely processing of that issue.
- a. Written notice of electronic meetings should conform to the timelines of other general meetings, as per Section 9.2.

- b. Members must be fully informed of the content of the electronic meeting within the time parameters of Section 9.2. This includes sending supporting documents to regional chairs and individual members, with the opportunity to provide individual and regional input before the vote.
- c. Thirty per cent (30%) of the Active Members of the Corporation shall be considered a quorum for an electronic vote.

*(amended May 2018)*

## 10. Table Officers of the Corporation

- 10.1 There shall be a President, a Vice-President, a Treasurer and such other officers of the Corporation as the Board may from time to time by resolution determine. No person shall be entitled to hold more than one office and each of the above-named officers shall be a member of the Board.

*(amended May 2018)*

- 10.2 In addition to their individual roles, Table Officers shall:

- a. serve as advisors for the association's President. In this role, they have the authority to advise the President on decisions that are required between meetings of the Board. This applies to any matter brought to the Table Officers by the President, including hiring and personnel matters of the Association's staff, appointment of members to external committees, filling vacancies on the Board and public positions taken by the President on emergent issues;
- b. serve on the Board's Evaluation and Personnel Committees, chaired by the President and the Vice-President, respectively;
- c. represent the Board in liaison with external groups. The Association is generally represented by the President and the Executive Director. Where the invitation is for a larger group or the President and/or Executive Director is unable to attend, the President may, where appropriate, designate one or all of the Table Officers to represent MASS.

*(amended May 2018)*

- 10.3 Table Officers are expected to report back to the Board on any liaison meeting attended and on any decisions taken by the Table Officers between meetings of the Board. Where required, the Board may ratify the report or decision or move to reconsider.

*(amended May 2018)*

- 10.4 The **President** shall:

- a. act as the Chairperson at all Board and general meetings and delegate responsibilities whenever he/she must be absent from particular meetings;
- b. call meetings of the Board and prepare agendas for them;
- c. co-ordinate and direct the work of the Executive Director; *(amended May 2018)*
- d. serve as Chairperson of the Board's Evaluation Committee made up of the Table Officers to complete an evaluation of the MASS Executive Director by June 30 of each year, according to the Letter of Understanding attached to the Executive Director's employment contract; *(amended May 2018)*

- e. ensure that the MASS Executive Director evaluates and reports on the job performance of MASS staff and contract employees as part of the evaluation process;  
(amended May 2018)
- f. represent MASS at CASSA, along with the MASS Executive Director, beginning with election at the May AGM, attending the CASSA AGM in that and the following July, and the CASSA winter planning meeting in both years of the president's term. If not able to attend, the President and/or the Executive Director may appoint a designate;  
(amended May 2018)
- g. have the opportunity to attend one out-of-province conference of our sister affiliates of CASSA. (amended May 2018)
- h. act as main spokesperson for the Corporation and represent MASS at any official event hosted by MASS, or as invited by another organization. (amended May 2018)
- i. represent the Corporation on the Selection Committee for the J.M. Brown Award;
- j. perform other such duties as by custom, devolve upon a president or are conferred upon him/her by the Board;
- k. be, ex officio, a member of all MASS committees except the Nominating Committee;
- l. provide leadership for the Corporation and represent it in deliberations, communications and contracts with the Government of Manitoba, the Minister and Department of Education, the Education Critic, Manitoba School Boards Association, Manitoba Teachers' Society, Manitoba Association of School Board Officials, Council of School Leaders, Manitoba Association of Parent Councils, the Universities and Colleges, and other educational organizations and associations in Manitoba and Canada. (amended May 2018)

**10.5 Vice-Presidents shall:**

- a. carry out specific tasks as assigned by the President and Board;
- b. represent the Corporation at various meetings as delegate of the President;
- c. become thoroughly familiar with the membership, the Corporation and its policies;
- d. establish working relationships with related associations such as Manitoba School Boards Association, Manitoba Teachers' Society, Council of School Leaders, Manitoba Association of School Board Officials and Manitoba Association of Parent Councils;
- e. act as advisor to the President when called upon to do so;
- f. represent MASS, along with the MASS Executive Director, at CEA meetings beginning with election at the MAY AGM and for both years of the Vice-President's term. If not able to attend, the Vice-President and/or the Executive Director may appoint a designate;  
(amended May 2018)

- g. have the opportunity to attend one out-of-province conference of our sister affiliates of CASSA;  
(amended May 2018)
- h. serve as Chairperson of the Personnel Committee made up of the Table Officers to deal with job related consultation and negotiations with the Association's Executive Director. The Executive Director shall represent any MASS staff and contract employees, except in the case of concerns between the Executive Director and the staff member.  
(amended May 2018)
- i. take the President's place on a temporary basis whenever necessary. In the absence, incapacity or refusal of the President to act, the Vice-President, or in his/her absence, incapacity or refusal to act, the Board shall elect or appoint a member of the Board to assume the duties and responsibilities of the President in accordance with Section 6.8.  
(amended May 2018)
- j. The Vice-President shall also serve as Chairperson of the Resolutions Committee.  
(amended May 2016)

#### 10.6 The **Treasurer** shall:

- a. be responsible for all funds received and expended and for keeping accurate and detailed financial records for the Corporation;
- b. hold all funds in a trust account;
- c. prepare the books and records for audit at the close of each fiscal year, June 30<sup>th</sup>, or as soon thereafter as possible;
- d. report the financial status of the Corporation to the Corporation on a regular basis;
- e. prepare an annual budget for the approval of the Board and make the budget presentation to the membership at a general meeting;
- f. review and make recommendations for any change in fee structure for approval at a general meeting;
- g. assist committee chairpersons in evaluating committee budgets at periodic intervals.  
(amended May 2016)

### 11. **MASS Committees**

#### 11.1 The Standing Committees of MASS shall be:

- a. Student Learning
- b. Education Finance and Legislation
- c. Professional Learning
- d. Advocacy and Member Support
- e. Leadership Development

(amended May 2018)

- 11.2 Focus Committees will be established by the Executive to address the Focus/Action Areas of MASS.  
Amended May 2016

- 11.3 Ad Hoc Committees may be established by the Executive from time to time as required to consider and report on a specific area. The chairperson of an Ad Hoc Committee will be designated by the Executive.
- 11.4 The purpose of each committee shall be to gather and evaluate information, consider possible courses of action, and provide the MASS Executive with direction and consideration in matters under the committee's respective jurisdiction.
- 11.5 The President and the Executive Director shall be ex officio members of all MASS committees and shall receive notice of all committee meetings.
- 11.6 At the first meeting following an Annual General Meeting, the Executive shall assign Standing Committee and Focus Committee chairperson responsibilities. Each of these committees will be chaired or co-chaired by a member of the MASS Executive.  
*Amended May 2016*
- 11.7 Annually, at the initial meeting of each MASS Committee, the committee Terms of Reference shall be reviewed and any proposed amendments submitted to the Executive for approval.
- 11.8 Committee meetings shall be convened as required through the term at the call of the Committee Chair
- 11.9 The Chair of each MASS Committee shall be responsible for:
- a) identifying and recruiting MASS members to sit on the Committee, subject to approval of the MASS Executive, ensuring, whenever possible, that the Committee is comprised of approximately five members, but no less than three, with representation of urban and rural divisions; bilingual and K-12 programs; and some continuity from year to year
  - b) providing the Executive with committee reports and/or minutes on a regular basis and submitting an annual year-end report for consideration at the Annual General Meeting.
- 11.10 With respect to MASS representation on committees established by external organizations the Executive Committee will appoint external representatives according to the following guidelines:
- a) Membership will be polled annually to determine interest in participating in an external committee. The Executive Director will review the poll results and make recommendations to the Executive Committee for ratification;
  - b) in situations where there is a tight timeline the Executive Director will consult with the Table Officers to generate names for an appointment;
  - c) in rare situations the Executive Director will consult with the President to determine an appointment.
- Amended May 2016*
- 11.11 A term on an external committee would, in the interest of active involvement of members, be limited to 2-3 years unless approved by the Executive.  
*(amended May 2008; May 2016)*
- 12. Policy Development Organization**
- 12.1 The Board has the power to establish interim policy on any topic, and/or the power to react to a policy statement by any other organization, provided that the interim Policy Statement or official Board reaction is communicated to the membership together with the minutes of the next immediate Board meeting.
- 12.2 Following each Board meeting, regulations passed at that meeting which constitute Interim Policy Statements and/or changes shall be distributed to the directors. Following

the adoption of the Interim Policy Statement as Policy at the next general meeting, the Policy Statement shall be distributed to the members of the Corporation for inclusion in the Handbook.

- 12.3 Any recommendations filed by a member or a committee not receiving the status of a policy shall be regarded as an exhibit and filed.

### 13. Membership Privileges

#### 13.1 Active Members shall:

- a. be entitled to receive notice of, and attend at their own expense, general meetings, or any professional development activity, or other meetings as arranged by the Corporation;
- b. be entitled to vote at any general meeting of the Corporation;
- c. be eligible to serve on all Standing and Focus Committees;
- d. be eligible to Chair an Ad Hoc Committee;
- e. be eligible for election to the Board;
- f. be eligible to access the Corporation Legal fund;
- g. be eligible to attend Regional meetings;
- h. be eligible to participate in the Mentorship Program;
- i. be eligible to access the member's only area of the Corporation website;
- j. be entitled to receive the MASS membership list and
- k. be entitled to receive publications produced by the Corporation.

*Amended May 2016*

#### 13.2 Associate Members shall:

- a. be entitled to receive notice of, and attend at their own expense, general meetings, or any professional development activity, or other meetings as arranged by the Corporation;
- b. be entitled to receive publications produced by the Corporation and
- c. be eligible to access information on the Corporation website.

*Amended May 201; May 2016*

#### 13.3 Life Members shall:

- a. be entitled to receive notice of, and attend at their own expense any professional development activity as arranged by the Corporation;
- b. be entitled to attend the MASS Recognition Banquet and
- b. be entitled to receive publications produced by the Corporation

*Amended June, 1990; May 2016*

### 14. Definitions of Corporation Papers and Documents

#### 14.1 The following shall be the definitions and names to be used by the Corporation:

- a. **"By-laws"** are statements of principle governing the general management of the affairs of the Corporation. They are determined by majority vote of the membership at a duly constituted general meeting.
- b. **"Policy Statements"** are statements of broad principle which state a definite course or method of action to guide and determine present and future decisions of the Corporation. They are determined by majority vote of the membership at a duly constituted general meeting.
- c. **"Interim Policy Statements"** are statements approved by the Board to provide guidance or establish a position between general meetings. These statements must be brought before the membership at the next general meeting and lose status if not adopted by that meeting.
- d. **"Position Papers"** represent the official position of the corporation on critical issues in public education. Papers are discussed, amended and ratified by the membership. In matters of lasting significance it will frequently constitute an intermediate step in

policy formation. Its source or authorship should be identified on the paper.

*Amended May 2016*

- e. “**Discussion Papers**” represent the perspective of an individual and are used to generate discussion of key educational issues. Sources and authorship should be identified on the paper.

*Amended May 2016*

- f. Opinion Editorial discussion papers may be posted on the MASS website if they are of interest to the membership.

*Amended May 2016*

## 15. **Fiscal Year and Membership Fees**

15.1 The fiscal year shall be from July 1st of one year to June 30th of the following year.

15.2 a. Annual membership fees shall be set by the membership at the Annual General Meeting. Membership fees are payable on July 1st of each year or, at the request of a member, dues may be payable in two equal installments, July 1st and November 1st.

*(amended June, 1988, 1989 and 1990).*

b. Life Members shall not be required to pay membership fees. *Amended May 2016*

c. The normal deadline for receipt of fees shall be November 1st of each year. The Board, at its discretion, may grant an extension.

d. In the event fees are not paid in full by November 15th, Active and Associate Members shall have their membership privileges suspended for the current fiscal year and shall be so advised in writing.

e. Persons who become eligible for membership and who wish to become members of the Corporation during a fiscal period, but prior to October 1, shall pay the full current annual fee on or before November 1 of that year.

Persons who become members of the Corporation during the fiscal period shall have their fees pro-rated as follows:

### **Eligible for Membership between:**

### **Fee Payable:**

(i) October 1 - December 31

75% of Full Fee

(ii) January 1 - March 31

50% of Full Fee

(iii) April 1 - June 30

25% of Full Fee

Such pro-rated fees shall be paid in full prior to the applicant being accepted as a member of the Corporation.

*Should a member cease his/her membership on or before December 31, 50% of the fee shall be refunded upon written request.*

*Amended June, 1989*

## 16. **Honours and Awards**

16.1 An “Outstanding Service Award” may be presented to an active or life member whom the Corporation chooses to recognize for their service to education and/or the Corporation. The award may be conferred by motion of the Board of Directors.

*Amended May 2016*

16.2 The Corporation shall endeavour to nominate annually one of its present or former members for consideration for the J.M. Brown Award for service to education.

## 17. **Indemnities to Directors and Others**

17.1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought,

commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability; and

- b. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

**18. For the Protection of Directors and Officers**

18.1 No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for, or on behalf of the Corporation, or for the insufficiency or deficiency of any security in, or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or through his/her own wrongful and willful neglect or default.

18.2 The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to, and authorized or approved by, the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as director or officer or shall be a member of a firm or employed by or performs services for the Corporation, the fact of his/her being a director or officer of the Corporation shall not disentitle such director or officer or such firm for remuneration for such services.

**19. Remuneration of Directors**

19.1 The directors shall receive no remuneration for acting as such, but a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

**20. Execution of Documents**

20.1 Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President **or the Vice-President and by the** Treasurer, and the Treasurer shall affix the seal of the Corporation to such instruments as require the same.

20.2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Executive Committee. *Amended May 2016*

20.3 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

**21. Borrowing**

21.1 The Board may without prior authorization of the members:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell or pledge debt obligations of the Corporation; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired to secure any obligation of the Corporation.

22. **Delegation**

- 22.1 Directors of a Corporation may appoint from their number a managing director who is a resident of Canada or a committee of directors and delegate to such managing director or committee any of the powers of the directors.

23. **Interpretations**

- 23.1 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

*(approved June, 1986; amended June, 1996; amended May, 1997).*

## By-law No. 2

A by-law respecting the borrowing of money and the issue of securities by

The Manitoba Association of School Superintendents Inc./  
Association manitobaine des directeurs généraux des écoles inc.

Be it and it is Hereby Enacted as a By-law of the Corporation as follows:

1. The Directors of the Corporation may from time to time:
  - a. borrow money on the credit of the Corporation;
  - b. issue, sell or pledge securities of the Corporation;
  - c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities of any money borrowed or other debt, or any other obligation or liability of the Corporation;
  - d. guarantee the repayment of the debts, obligations and liabilities of any other Corporation; and
  - e. delegate to such one or more of the officers and directors of the Corporation as may be designated by the directors all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manner as the directors shall determine at the time of each such delegation.
2. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.

*(approved June, 1986).*

### **GENERAL COMMITTEE PROCEDURES**

1. The purpose of each committee shall be to gather and evaluate information, consider possible courses of action, and provide the MASS Executive with direction and consideration in matters under the committee's respective jurisdiction.
2. The President and the Executive Director shall be ex officio members of all MASS committees and shall receive notice of all committee meetings.
3. At the first meeting following an Annual General Meeting, the Executive shall assign Standing Committee and Focus Committee chairperson responsibilities. Each of these committees will be chaired or co-chaired by a member of the MASS Executive. *Amended May 2016*
4. On an annual basis, a survey of MASS members shall be undertaken to determine individual member's interests in serving on MASS committees. This information will be communicated to Committee Chairs.
5. Annually, at the initial meeting of each MASS Committee, the committee Terms of Reference shall be reviewed and any proposed amendments submitted to the Executive for approval.
6. Committee meetings shall be convened as required through the term at the call of the Committee Chair.
7. The Chair of each MASS Committee shall be responsible for:
  - a) identifying and recruiting MASS members to sit on the Committee, subject to approval of the MASS Executive, ensuring, whenever possible, that the Committee is comprised of approximately five members, but no less than three, with representation of urban and rural divisions; bilingual and K-12 programs; and some continuity from year to year
  - b) providing the Executive with committee reports and/or minutes on a regular basis and submitting an annual year-end report for consideration at the Annual General Meeting.
8. With respect to MASS representation on committees established by external organizations the Executive Committee will appoint external representatives according to guidelines. *Amended May 2016*
9. A term on an external committee would, in the interest of active involvement of members, be limited to 2-3 years unless approved by the Executive. *Amended May 2016*

### **Student Learning Committee Terms of Reference** *(Amended November 2017)*

#### **Purpose**

To provide the MASS Executive with direction and consideration in matters of curriculum and student assessment

#### **Objectives**

- To inform and advise the MASS Executive of concerns and issues related to Manitoba curriculum, including impact on teaching, learning, reporting and assessing
- To liaise, on behalf of MASS with outside organizations on specific curricular and student assessment matters
- To connect with Manitoba Education and Training to provide input from MASS on implementation in areas of curriculum and assessment
- To provide recommendations in response to curricular issues as directed by the executive

### **Education Finance & Legislation Committee Terms of Reference** *(Amended November 2017)*

#### **Purpose**

To make recommendations to the MASS Executive regarding Education Finance and Legislation matters

#### **Objectives**

- To review pending legislation on educational matters and recommend any required action to the Executive.
- To review emergent court and arbitration decisions that have potential implications for our membership and recommend any action required to the Executive.
- To support the MASS executive and Executive Director in their liaison work with outside organizations (eg. Manitoba Education, Manitoba School Boards Association, Manitoba Association of School Business Officials, Manitoba Teachers Society and Manitoba Association of Parent Councils) on specific education finance and legislation matters.
- To analyze relevant education finance and legislation matters and advise the Executive concerning these topics.
- To provide reports and recommendations in response to education finance and legislation matters as directed by the Executive.
- To seek input from the membership on education finance and legislation matters and assist with the dissemination of information to the membership.

## **Professional Learning Committee Terms of Reference** *(Amended November 2017)*

### **Purpose**

To provide recommendations to the MASS Executive regarding professional learning plans, strategies and issues in support of members' ongoing learning needs.

### **Objectives**

- To plan, organize and coordinate professional learning opportunities that meet the expressed needs of the MASS membership and that respond to the direction of the MASS strategic plan.
- To communicate with MASS membership about the professional learning plan.
- To work with other MASS committees in order to support the multifaceted role of the organization.
- To gather feedback and input from MASS membership.
- To carry out all planning, organizing and advertising of professional learning activities within the approved budgetary guidelines.
- To be aware of professional learning trends; emerging and emergent topics, and effective facilitators.

## **Advocacy and Member Support Committee Terms of Reference**

*(Amended November 2017)*

### **Purpose**

To strengthen the identity of MASS and promote advocacy for public education.

### **Objectives**

#### **Advocacy**

- To advocate for public education through media or public relations as required by the Executive.
- To recognize the service of MASS members.
- To be responsible for the publication of the MASS Journal and other publications which the MASS Executive Committee may require from time to time.
- To monitor and review criteria for publishing information from standing committees such as position papers and discussion papers.
- To provide information to the communications media for the general public whenever the Executive deems it advisable.

#### **Member Services**

- To oversee the orientation of new MASS members and mentorship program.
- To conduct a compensation survey as necessary of all corporation members and distribute the findings to the membership.

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- To prepare and/or recommend professional development activities and materials dealing with employment-related, contractual issues, legal status and financial matters.

### **Policy**

- To maintain a current and accurate policy handbook of all MASS:
  - Articles of incorporation
  - Bylaws
  - Policies
  - Guidelines
- To review MASS handbook on a four year rotation.
- To develop policy as required by the Executive.

### **Leadership Development Committee Terms of Reference** *(amended November 2017)*

#### **Purpose**

To provide recommendations to the MASS Executive regarding superintendent development focused on superintendents leadership and management roles.

#### **Objectives**

- To plan, organize and coordinate focused leadership development sessions to support superintendents and their senior leadership teams in their leadership and management roles.
- To support the mentorship program for new superintendents and assistant superintendents through the planning of modules applicable to new members.
- To oversee the MASS field-led course for Principal Certification.
- To communicate with MASS membership about the leadership development sessions.
- To gather feedback and input from MASS membership.

### **Early Childhood Education Committee Terms of Reference** *(Amended November 2007)*

#### **Purpose**

To provide the MASS Executive with direction and consideration in matters of early childhood education and care.

#### **Objectives**

- To continue to inform and educate MASS members regarding early childhood education and care.
- To provide recommendations to the MASS Executive for advocating to the province on matters relating to early childhood, in particular for the development of a comprehensive vision for and increased support to early childhood education and care.

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- To liaise, on behalf of MASS, with outside organizations concerned with early childhood education.

### **Indigenous Education Committee Terms of Reference** *(Amended November 2017)*

#### **Purpose**

Support the MASS Executive in taking positions related to emergent issues of Indigenous Education.

#### **Objectives**

- Align MASS efforts with the Calls to Action in the Truth and Reconciliation Final Report.
- Build capacity in MASS and school divisions to address the MASS and TRC Calls to Action.
- Survey members on their current needs in the area of Indigenous Education and their progress in implementation at the school division level.
- Promote ever increasing academic achievement, graduation, school completion and positive life outcomes for Indigenous students, informed by collective inquiry into evidence.
- Collaborate and liaise with Indigenous partner groups, **builds awareness, identifies collective action and obtains resources to support the MASS Call to Action** for Indigenous education and the Calls to Action in the TRC Final Report.
- Partner with school divisions, institutions and organizations in initiatives that address the Calls to Action in the TRC Final Report.
- Participate with educational and community partners in the Visions of Reconciliation round-table.
- Participate actively and regularly with universities and colleges involved in teacher preparation to discuss improved access and services to Indigenous teacher candidates.
- Work with partners to improve preparation programs for Indigenous teacher candidates, while advocating to increase the number of Indigenous teaching candidates.
- Actively support the teaching of Indigenous perspectives, corrective history and culture and the use of Indigenous languages.
- Promote and participate in social enterprises wherever possible for MASS activities and encouraging MASS members and educational partners to do likewise.
- Call on CASSA to address the Calls to Action in the TRC Final Report at the national level, as part of our national voice.

This committee will be chaired by a MASS Executive Member and will be made up of members from the different regions of MASS. The committee will meet at least four times per academic year, with other meetings as needed.

### **Mental Health and Wellbeing Terms of Reference** *(Amended November 2017)*

#### **Purpose**

Provide MASS executive with direction and consideration on matters of positive mental health promotion, prevention and treatment.

#### **Objectives**

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- Advocate for implementation of a comprehensive provincial Children and Youth Mental Health Strategy.
- Collaborate with The Education for Sustainable Well-Being Research Group at the University of Manitoba and Manitoba Education and Training to develop tools and Indicators for assessing the well-being and well-becoming of students in schools.
- Pursue inter-sectoral liaisons with public and mental health organizations and agencies.
- Contribute to a national voice on mental health through CASSA and through input into the Canadian Mental Health Strategy.
- Promote Mental Health Literacy in mental health for all educators and pre-service educators.
- Renew MASS Mental Health position paper and calls to action.

#### **Ad Hoc/Advisory Committees**

*Amended May 2016*

May be established by the Executive as required to consider and report on a specific area.

## **CODE OF PROFESSIONAL CONDUCT**

### **Background**

The Manitoba Association of School Superintendents (MASS) requires high standards of conduct from its members to maintain the honor and dignity of the profession. It is acknowledged that the actions of members will be reviewed and appraised by the community, professional associates, trustees, parents/guardians and students.

Members of MASS aspire to provide the best possible educational experiences and opportunity for students, recognizing that the needs of the students are their primary consideration. The work of MASS members must emphasize accountability, increased student achievement and high expectations for each and every student.

To these ends, MASS members observe the following principles of professional conduct.

Members shall :

- a. strive to provide the best possible educational experiences and opportunities for students, recognizing that the needs of students are their primary consideration;
- b. recognize that parents and students have rights and responsibilities with respect to education;
- c. work cooperatively, with the Board and other school personnel, to keep the public fully and honestly informed about the schools;

- d. safeguard the school system, its staff and pupils, the board and the public from exploitation;
- e. render and execute professional service which is consistent with the laws, regulations and policies duly adopted by local, provincial and federal authorities in an impartial manner;
- f. conduct oneself in manner that brings credit and honour to the profession and to the association;
- g. render opinions, advice, and judgements which are candid, honest, and based on a sufficient knowledge of the relevant facts;
- h. divulge confidential information acquired in the course of professional practice only when expressly authorized by the person(s) involved or required by law to do so;
- i. honor the public trust of their positions and not permit considerations of private gain or personal interest to affect the discharge of their professional responsibilities;
- j. strive to provide in the school system a professional climate that promotes the effective use of all personnel;
- k. show respect to colleagues and not knowingly, by work or deed, undermine a colleague or cause him or her to suffer professional disrespect;
- l. maintain their professional competence by keeping abreast of developments in education and educational administration;
- m. comply with the by-laws, policies and guidelines of the Association.

## **Policy Section**

### **Introduction**

All policy statements contained in this handbook have been approved by the membership at a General Meeting. However, not all resolutions which were so passed are included here. For example, decisions about day-to-day operations, budgets, elections and so on will be found in the minutes of MASS meetings. Amendments to the by-laws are incorporated into the by-law section.

Definitions of MASS papers and documents are found in By-Law No. 1, Article 14.

## **MASS POLICY DEVELOPMENT**

This policy defines a process by which policy statements are established for the Corporation.

### **Definitions**

- 1.1 Policy Statements are statements of broad principle which state a definite course or method of action to guide and determine present and future decisions of the Corporation.
- 1.2 Interim Policy Statements are statements to provide guidance or establish a position between general meetings.

### **Guidelines**

- 2.1 The mission, goals and objectives of the Corporation shall influence all policies.
- 2.2 The **Legislation and Finance Committee shall** receive proposals for formulation of new policy statements or changes to existing policies. Proposals can be initiated in writing by the Board, standing committees, and any member of the Corporation.
- 2.3 The **Legislation and Finance Committee** shall review all proposals and make recommendation to the Board.
- 2.4 Policies are determined by majority vote of the membership at a duly constituted general meeting. Any proposal not recommended to the Board shall be regarded as an exhibit and filed with the committee minutes.
- 2.5 Notice of proposed new policies or policy changes shall be distributed to the membership at least twenty-one days and not more than fifty days prior to the general membership at which they are scheduled for consideration.
- 2.6 The Board has the power to establish interim policy statements on any topic, and/or the power to react to a policy statement by any other organization, provided the interim policy statement is communicated to the membership together with the minutes of the next immediate Board meeting.
- 2.7 Interim policy statements must be brought before the membership at the next general meeting and lose status if not adopted by that meeting.
- 2.8 The **Member Advocacy and Support Committee** shall review the overall structure of the policy manual in its entirety within a five-year period.
- 2.9 The **Member Advocacy and Support** Committee shall review each individual policy within a minimum of five years following its adoption.
- 2.10 All members shall have access to the policy handbook through the MASS portal.

Adopted: May, 2010 (**for review May 2019**)

**MASS SPONSORSHIP AND ADVERTISING**

As a non-profit organization, MASS does not generally accommodate requests for sponsorship and/or advertising from other organizations.

The MASS Provincial Executive may consider contributing to and/or publicizing an event sponsored by a governing body of another educational organization, pending consideration of criteria that include, but are not limited to, the ability of the MASS annual budget to accommodate the request.

Adopted: May 2011, amended 2019

**MASS INVESTMENTS****1.0 Purpose**

The purpose of this policy is to establish objectives and guidelines for the investment of assets for the benefit of the Association.

**2.0 Objectives**

The objectives of this policy are to:

- 2.1** preserve and protect the assets of the Association;
- 2.2** ensure that the Association's investment portfolio provides for maximum growth with low risk while allowing access to funds as required.

**3.0 Guidelines****3.1 Investment Committee**

The Investment Committee will be comprised of the Treasurer, the Chair of the Legislation and Finance Committee and the Executive Director. The Committee will be responsible for:

- a. reviewing the Association's financial position on a quarterly basis to identify funds available for investment and to ensure that funds are invested in accordance with this policy, keeping in mind the day-to-day operation and annual budget of the Association;
- b. monitoring current market conditions to ensure the investment portfolio allocations are appropriate for the organization and recommending changes to the Executive;
- c. ensuring that investments are made only with ethical and socially responsible companies (for example, not companies involved with the tobacco or alcohol industries, the manufacture or sale of weapons and weapons components, gambling outlets or systems, or any activities that give rise to human rights violations or destruction of the environment);
- d. providing quarterly reports to the Executive and an annual report to the membership in conjunction with the Annual Financial Statements on the status of investments.

**3.2 Portfolio Composition**

Funds available for investment include, but are not limited to, accumulated surplus and prepaid income.

- a. The composition of the fixed income within the portfolio currently is:
  - 80% laddered GICs
  - 20% low-risk, socially responsible conservative mutual funds.
- b. Changes to the portfolio composition are to be approved by the Executive.

**3.3 Transfer of Investment Funds**

The transfer of funds to or from an investment vehicle must be authorized by the Treasurer and one other signing officer of the Association.

Adopted: May 2011, amended May 2019

## **MASS REGIONS: ORGANIZATION AND ROLE**

1. That the Association recognize five regional groups of members as defined by By-law No. 1, Section 3.
2. That the objectives of the aforesaid regional groups of members shall be:
  - a. to discuss items of mutual concern as they may determine;
  - b. to make recommendations as they deem necessary to the Executive of the Association;
  - c. to frame resolutions for submission to the Association's Annual General Meeting; and
  - d. to discuss items referred to them by the Executive of the Association.
3. That each of the aforesaid regional groups of members select a chairperson, who shall plan agendas and preside over meetings of the regional group, and a regional representative, who shall be elected in accordance with By-law No. 1, Section 7.0, and who shall serve as the contact person between the regional group members and the Manitoba Association of School Superintendents' office, and who shall be responsible for seeing that minutes of meetings are submitted to the MASS office.
4. That all **active** members shall be welcome to attend meetings of any and all regional groups as they may choose.
5. That the agenda and minutes of all regional meetings be forwarded to the Executive Director for the information of the Executive and thus expedite such action of the Executive as deemed desirable.
6. That regional groups be encouraged by to submit resolutions for consideration by the MASS Executive and/or the membership at the Annual General Meeting.
7. That any formal presentation or brief to the Minister of Education or officials of Manitoba Education by regional groups be presented through the MASS Executive.

Approved: May, 1982  
 Amended: June, 1999  
 Amended: May, 2003  
**Amended: May 2019**

### **PAYMENT/REIMBURSEMENT OF EXPENDITURES**

This policy authorizes the payment or reimbursement of expenses incurred by MASS directors, committee and/or “delegate” members, and staff to conduct business on behalf of the Association in accordance with Bylaw No. 1, 5.1(b).

#### **1. Executive and Standing/Focus Committee Members**

**1.1 Executive and Standing or Focus Committee** Members traveling from out of town to attend official MASS meetings shall be eligible for reimbursement for mileage and overnight accommodation in accordance with the guidelines of this policy.

#### **2. Table Officers**

**2.1** Table Officers of MASS shall be eligible to attend national meetings of superintendents' organizations in accordance with the guidelines of this policy. (**Section 10 Bylaw 1: 10.4 and 10.5**)

**2.2** The MASS annual budget will provide for a Table Officer to represent MASS at the annual general meeting of partner organizations in other provinces (BCSSA, CASS, LEADS) in accordance with the guidelines of this policy.

#### **3. “Delegate” Members**

**3.1** A “delegate” member is a member in good standing delegated by decision of the executive or membership to represent MASS at a meeting, seminar, convention or other event that the member would not otherwise have attended.

**3.2** Delegate members traveling from out of town to attend a function within the Province of Manitoba shall be eligible for reimbursement for mileage and overnight accommodation, if required, in accordance with the guidelines of this policy.

#### **4. Staff**

**4.1** MASS staff shall be eligible for reimbursement for mileage and other expenses incurred to conduct Association business and/or represent MASS at workshops and inter-organization functions in accordance with the guidelines of this policy.

#### **5. Guidelines**

**5.1** Reimbursement for travelling from out of town in accordance with this policy shall be based on:

- mileage at the current rate set by the Manitoba Government for its employees
- economy air fare and connecting transportation.

**5.2** Overnight accommodation shall be based on the cost of a moderately (**standard or conference rate**) priced room in the convention hotel or a local hotel, as applicable.

**5.3** The per diem limit for meals, tips and incidental expenses shall be determined by the Executive.

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- 5.4 Accommodation and per diem expenses will be reimbursed for the duration of the conference/event plus one day **for travel each way** if required.

**6. Procedures**

- 6.1 Members are encouraged to absorb expenses in their own divisional expense accounts or to schedule Association business in conjunction with their school division's business.
- 6.2 A request for reimbursement for expenses should be submitted to the MASS Office as soon as possible by way of a completed MASS Expense Voucher
- 6.3 Expenses chargeable to other organizations should be deducted prior to submitting the claim to MASS.
- 6.4 Receipts are:
- required for all air fare, accommodation, meals, and incidentals such as ground transportation
  - not required for mileage or items included in per diem limit.



### **LEGAL ASSISTANCE TO MEMBERS**

This policy establishes a process to provide support for active members who require legal assistance with respect to their working conditions and professional welfare.

#### **1. General**

- 1.1 This policy applies to members in good standing at the time the events giving rise to the legal action occurred.
- 1.2 For the purpose of administering the Legal Fund as established under 2.3 below, persons who are no longer active members may be eligible for assistance in accordance with this policy, provided they were active members when the events giving rise to the legal action occurred.

#### **2. Assistance**

- 2.1 MASS will assist members to deal with employment-related issues or difficulties related to the interpretation of contracted rights, benefits, health-related documents, etc.
- 2.2 MASS will maintain an up-to-date list of legal firms to which members may refer for advice.
- 2.3 MASS will maintain a Legal Fund of \$14,000 to assist an active member's personal legal costs incurred as a result of issues related to his/her professional welfare, particularly where a legal decision could have important implications for the professional welfare of all Manitoba School Superintendents.
- 2.4 Disbursements on behalf of an active member shall not be limited to employment issues such as capricious or wrongful dismissal, but may include financial support of such action as defense against defamation (or other) suits, the seeking of a court injunction; legal action to secure benefits claimable under employee benefit plans (where the member's employment contract does not already provide for support for such actions).
- 2.5 Reimbursement from the Legal Fund will be made only by formal resolution of the MASS Executive in response to a written request from a member through the Executive Director (to maintain confidentiality) including a copy of the paid final invoice for legal services.
- 2.6 A maximum of two thousand dollars (\$2,000) per case may be provided to a member on a 50/50 cost-shared basis.
- 2.7 The Executive shall not authorize disbursements greater than the total reserve.

**3. Procedures**

- 3.1 Members requesting information or a legal referral from MASS should contact the Executive Director.
- 3.2 Members requesting reimbursement from the Legal Fund should submit a written request to the Executive Director enclosing a copy of the paid final invoice for legal services. The request will be presented to the Executive by the Executive Director (without revealing the member's identity) for consideration at the next regularly scheduled meeting.
- 3.3 The Executive shall provide a written report of Legal Fund disbursements, interest accrual, and balance remaining at the MASS General Meeting held in the fall to deal with receipt of the auditor's report.

Original Policy established: September 1988  
Amended: June, 1988; June, 1992; June, 2001.  
Amended: May 2003  
Revised: May 2009  
Revised May 2010  
Revised May 2011  
Revised: May 2019

## **STRATEGIC PLANNING FRAMEWORK and PROCESS**

This policy defines the process to develop the annual MASS Strategic Plan.

### **1. Strategic Plan**

- 1.1 The MASS Executive shall develop an annual Strategic Plan to guide and authorize the actions of Executive members, committees and staff to serve MASS members and promote the Association's goals.
- 1.2 The Strategic Plan shall include the following components:
  - List of Current Executive
  - MASS Mission Statement as included in the Articles of Incorporation
  - MASS Goals as included in the Articles of Incorporation
  - MASS Statement of Beliefs
  - Action Areas as identified by the Executive
  - Objectives for the current year as identified by the Executive
  - Strategies, including responsibilities and timelines, as identified by the Executive for each objective for the current year
- 1.3 The Strategic Plan shall be based on recommendations from regional groups and adopted resolutions and priorities identified at the preceding Annual General Meeting (AGM). Special research projects, surveys and other data collected as directed by the Executive may also be used to develop the annual Strategic Plan.
- 1.4 The Executive is responsible for reviewing and adjusting the planning framework and action plan as circumstances demand at any time during the year.
- 1.5 The Executive, committees and/or individuals identified for each strategy are responsible to implement and report on the areas under their responsibility in the Strategic Plan and may develop further detailed implementation plans to accomplish a strategy.
- 1.6 The Annual Report to the AGM will reflect the year-end results of the work of committees and the Executive in implementing the Strategic Plan.

### **2. Procedures**

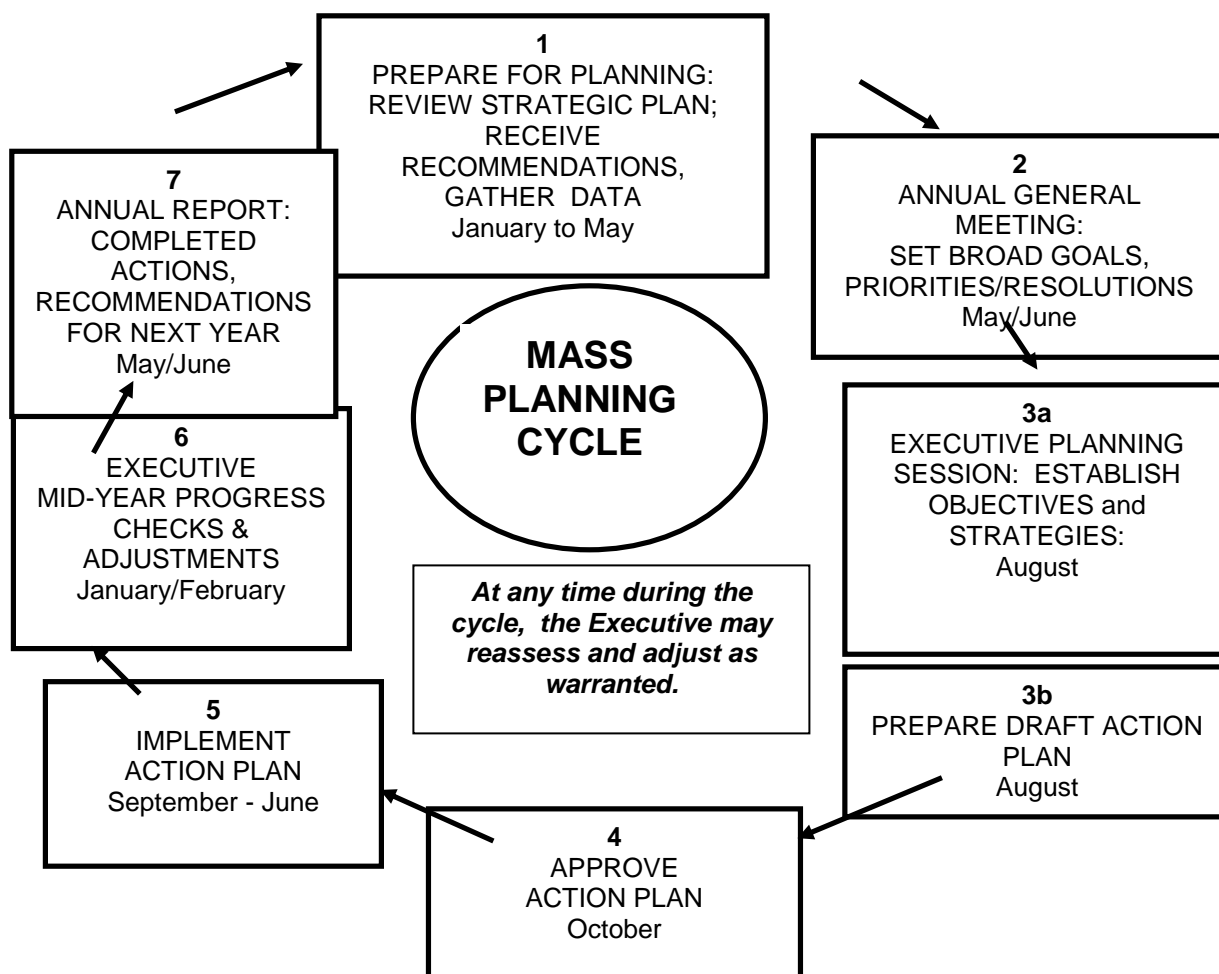
- 2.1 May/June
  - Resolutions and regional recommendations identified at AGM
  - Priorities and areas of concern identified by members at AGM
- 2.2 August
  - Executive holds annual planning session and:
  - Reviews information identified at AGM and progress on previous year's Strategic Plan
  - Develops draft Objectives and Strategies for inclusion in Strategic Plan for current year

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- 2.3 September
  - Executive Director prepares draft Strategic Plan for consideration by Executive at October meeting
  - Executive reviews and amends draft Strategic Plan
  - Executive submits draft Strategic Plan to MASS regional meetings for feedback
- 2.4 October
  - Executive gives final approval to Strategic Plan
  - Strategic Plan distributed to MASS members via the MASS Portal and to educational partners as appropriate
- 2.5 January
  - Executive conducts mid-year review of progress for each strategy
- 2.6 May/June
  - Annual Report to AGM summarizes progress achieved by Executive, committees and staff by implementing the strategies included in the Strategic Plan

### 3. The Planning Cycle:

The following diagram illustrates the components of the Strategic Planning Framework and Process:



Approved: June 2001  
Page 2 of 2  
Revised: May 2009  
**Under review** 2019 - 2020

### **SUPERINTENDENCY: PERFORMANCE ASSESSMENT**

#### **Purposes for Superintendent performance assessment:**

*The purposes for the performance assessment of the superintendent are:*

- To enhance the collaborative working relationship between the Board and the Superintendent
  - clarify the distinction between Board and Superintendent responsibilities
  - measure the ability of Board and Superintendent to work as an effective leadership team.
- To support the professional and personal growth of the Superintendent as educational leader of the division.
- To determine progress toward the stated goals of the division plan.
- To provide opportunity for the Superintendent self-review and assessment.
- To identify professional learning needs for the Superintendent.
- To identify potential challenges and opportunities and envision future directions for the division.
- To fulfill contractual and legal obligations of the Board and Superintendent

#### **Principles:**

- The contributions of the Superintendent and Board of Trustees in the achievement of the division goals are valued.
- The collective commitment of the Superintendent and the Board of Trustees to quality education for all students is reflected in the process.
- Commitment to and the practice of honesty, fairness, trust, justice and mutual respect is incorporated in the process.
- The details of the process are mutually agreed upon by the Board and the Superintendent.
- The performance assessment is based upon an ethical process of data collection.
- The process is relevant to the identified job description and role of the Superintendent.
- The process is relevant to the strategic plan of the Division and the priorities of the Board.
- The confidentiality of the employer-employee relationship is respected.

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- The Superintendent is entitled to a written report that is the result of ongoing discussion, formative evaluations, and the summative assessment of the divisional goals.
- Prompt feedback is provided to the Superintendent to assist him/her to respond to concerns and build upon strengths.
- The written evaluation reflects the opinion of the Board of Trustees as a whole.
- The Superintendent is entitled to a signed and dated copy of his/her evaluation as well as an opportunity for discussion.

**Procedures:**

Articulation of roles and responsibilities clarify the job descriptions of the Superintendent and Board and enhance and optimally precede the evaluation process. MASS and MANITOBA SCHOOL BOARDS ASSOCIATION recommend *The Framework for Superintendent and Board Evaluation* to align the roles and responsibilities with the criteria for evaluating the board and superintendent.

Recommended process elements include the following:

1. Discussion and mutual agreement between the Board and Superintendent regarding responsibilities, timelines, dates for meetings, evaluation criteria and data sources for current year's process with reference to policy and role descriptions for Board and Superintendent. Relevant documents would include the
  - divisional plan,
  - divisional policy,
  - job/role descriptions, and
  - MASS/MANITOBA SCHOOL BOARDS ASSOCIATION Framework for Superintendent and Board Evaluation.
2. Collection of assessment data and documentation relevant to the achievement of organizational goals and priorities and other mutually agreed upon criteria.
3. Review and discussion of the data/documentation by the Board and Superintendent to assess divisional achievements over the past year and progress toward stated longer-term goals. This formative assessment can be supplemented by periodic monitoring and review on a regular basis throughout the year.
4. Self-assessments by the Board and by the Superintendent.
5. Discussion and sharing of results in the self-assessment phase.
6. Preparation of summaries of Board and Superintendent self-assessment exercises and Step 3 discussions.
7. Discussion of reports to identify needed areas of improvement and professional development focus for the Board and for the Superintendent.
8. Evaluation of the process to identify necessary or desirable changes in policy or practice.



**SUPERINTENDENCY: APPOINTMENT**

That the Manitoba Association of School Superintendents urge Manitoba Education and Training to enact legislation to make mandatory the appointment of a Superintendent of Schools as the Chief Executive Officer of all school divisions.

Approved: May, 1982; June, 1983  
Amended: May, 2003  
Revised to Position Statement: May 2008

## Personnel

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|---|
| <b>DUTIES OF THE EXECUTIVE DIRECTOR</b> |
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Under the direction of the executive, the Executive Director has the general responsibility of coordinating and administering the affairs of and executing the policies of the Association.

The Executive Director, on a 0.6 FTE basis, has duties and responsibilities as follows:

**Advocacy and Leadership Functions:**

- be an informed advocate of education, children and youth;
- act as advisor, consultant, and facilitator for the Association's membership; act as public relations officer as directed by the executive and advise the President and other members speaking on behalf of the association;
- represent the Association on various committees and at conventions, seminars and educational meetings, and keep the executive informed of his/her activities while operating under MASS authority;
- facilitate dialogue between MASS and other educational organizations and institutions;
- in consultation with the Public Relations/Membership Services Committee, organize and edit semi-annual publication of the MASS Journal.

**Organization and Management Functions:**

- attend all executive and general membership meetings and meetings with the Minister of Education;
- attend standing committee meetings, regional meetings, and special meetings with other educational organizations and institutions;
- assist the President in preparation of agendas for general and executive meetings and circulate the agendas and any related documents to the executive at least one week in advance of the meeting;
- oversee the keeping of accurate records of proceedings, and carry out the appropriate follow-up on all meetings of the table officers and executive;
- send out notices of general meetings and keep the membership informed of progress on issues under consideration;
- circulate minutes of the executive and general meetings as directed by the executive;
- arrange for the naming of association representatives on external committees;
- in consultation with the Professional Development Committee, organize in-services, seminars and meetings, including fall and summer conferences;
- provide any necessary support to committee chairs in carrying out tasks assigned to them by the executive;
- participate with the executive in the development and implementation of the strategic plan for the association;
- oversee maintenance of the MASS website and portal;
- organize the Annual General Meeting and Recognition Banquet.

**Membership and Financial Organization:**

- oversee the preparation of membership lists and the receiving of fees;
- be responsible for the accounts, files and correspondence of the Association;
- in consultation with the Treasurer, prepare a budget for approval by the executive and administer the affairs of the Association within the guidelines of the budget;
- in consultation with the Treasurer, arrange for the preparation of an audited financial statement to be presented annually at the Fall members meeting

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**Other Duties:**

Provide support to members regarding contracts and other issues that arise;  
Liaise with and provide support to the mentorship consultant  
Perform other duties that the MASS executive may delegate from time to time

## DUTIES OF THE EXECUTIVE ASSISTANT

1. Prepare and distribute or post agenda for all MASS executive meetings. Attend all executive and general membership meetings and committee meetings as assigned by the Executive Director, and record and prepare highlights and minutes of such meetings.
2. Send out notices of general membership meetings, receive and record registrations, fees and other pertinent information from the membership.
3. Post minutes of executive meetings, general membership meetings and other meetings of the organization as directed.
4. Perform organizational details and clerical tasks such as record keeping, routine correspondence, payment of fees and telephone communications related to all professional development activities.
5. Prepare and maintain membership and registration lists (set up on spreadsheet), receive and record fees, including annual dues and conference and workshop registration fees.
6. Attend MASS conferences, workshops and members' sessions to manage the registration desk and assist the Executive Director with organizational details.
7. Maintain up-to-date files on all activities of the organization.
8. Prepare correspondence and mailings to the membership and external partners, as directed by the Executive Director.
9. Answer the telephone and receive visitors, responding to routine communications as appropriate and referring calls that require referral.
10. Issue cheques, make deposits, maintain accounting files and all financial records..
11. Perform routine updates to the MASS website and portal.
12. Perform other duties consistent with the role of Executive Assistant that may from time to time be assigned by the Executive Director.
13. All the above duties shall be performed under the supervision of the Executive Director.

Revised: April 2009

Revised April 2019