

BY-LAWS 2020
Maritime Conservatory of Performing Arts
Amended by the Board, JANUARY 23, 2020

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A. DEFINITIONS

1. In these By-laws:

(a) "Conservatory" means Maritime Conservatory of Performing Arts

(b) "Board" means the Board of Governors

(c) "Community Governors" means volunteer Board members elected from the community.

(d) "Executive Committee" means the Board Executive as described in Appendix 1.

B. OFFICES AND RECORDS

1. The offices of the Conservatory shall be at 6199 Chebucto Road, Halifax, Nova Scotia B3L 1K7. Official records of the Board shall be kept at this address.

C. GOVERNANCE

1. **Governance and Management of the Conservatory:** The Maritime Conservatory of Performing Arts is a not-for-profit body corporate created by an Act of the Nova Scotia Legislative Assembly (Chapter 117 Incorporation 1952; Bill 34, dated July 14, 2006). It is governed by a Board of Governors responsible for the strategic direction* of the Conservatory, including fund-raising as a focus. The Board may engage an Executive Director

* *Strategic direction* encompasses the elements of good governance suggested by the Department of Innovation, Science and Economic Development Canada to include: "Vision (envisioning the future), Direction (setting goals and providing a general 'road map'), Resources (securing resources necessary to achieve the goals or reach the direction), Monitoring (periodically ensuring that the organizational vehicle is well-maintained and progressing, within legal

limits, toward its destination), and Accountability (ensuring efficient use of resources; reporting progress and detours to stakeholders)".

to whom the management and overall operation of the Conservatory is delegated and an Operations Manager to whom the responsibility for efficient administration of the Conservatory is delegated; the Executive Committee shall determine their responsibilities and remuneration, and monitor their performance annually.

2. **Governors:** The Board shall consist of a) volunteer members from the community; b) a faculty member who has been duly elected by secret ballot from and by the dance faculty (those who report to the Dean of Dance of the Conservatory); c) a faculty member who has been duly elected by secret ballot from and by the music faculty (those who report to the Dean of Music of the Conservatory); d) a member of the MCPA Association who has been designated by the MCPA Association to be its representative on the Board; e) a member of the MCPA Faculty Association who has been designated by the Faculty Association to be its representative on the Board; f) the Dean of Dance (ex-officio, non-voting), g) the Dean of Music (ex-officio, non-voting), h) Financial/Operations Manager (ex-officio, non-voting); i) Executive Director (ex-officio, non-voting) should one be appointed by the Board; g) Infrastructure Manager (ex-officio, non-voting) should one be appointed by the Board. The ex-officio members shall report to the Board as required from time to time to keep the Board abreast of relevant activities and issues requiring its attention. The Dean of Music, the Dean of Dance, and the Financial/Operations Manager are appointed by the Board, report to the Board

Chair, and are accountable primarily to the Board but with partial accountability on a day-to-day basis to the Executive Director, should one be appointed by the Board.

3. **Committees:** The Executive Committee, as described in *Appendix 1*, is a Standing Committee; Governors may appoint other standing or *ad hoc* committees as they see fit to carry out regular or special tasks, such committees reporting on their activities to the Board.

4. **Membership:** There is no membership in the Conservatory other than on the Board of Governors.

5. **Changes to By-laws:** The Board may repeal, amend or add to these By-laws by a Special Resolution tracked by Approval date. Minor changes constituting no structural change to the Board and its Policies and By-Laws will be tracked by Revision date.

6. **Appendices:** Documents appended or referred to in these By-laws are not part of the By-laws requiring a Special Resolution for change. The Board may amend such appendices in whatever manner it deems appropriate, usually a simple majority vote at any meeting. Changes to the Appendices will be tracked by revision date and general description indicating changes.

D. BOARD MEETINGS

1. **Frequency and type:** The Board of Governors shall meet at least eight (8) times each year and may meet more often as desired. When a regular schedule of meetings has been set out and agreed to for the year, those meetings shall be considered regular meetings. Other meetings which may be added shall be considered special meetings.

2. **Quorum:** At any regular or special meeting of the Board, quorum shall consist of 50% plus one of all current voting Governors, but never fewer than three. No business shall be conducted at any meeting of the Board unless a quorum is present to open the meeting and before any vote.

3. **Majority:**

(a) **Ordinary Motions** or Resolutions require a simple majority (50% + 1) of voting Governors present at the Board meeting.

(b) **Special Resolutions** require a vote of two-thirds of all voting Governors on the Board.

(c) **Breaking a Tie:** Where there is an equality of votes, the Chair may cast the deciding vote.

4. **Proof of decision:** A declaration by the Chair that a resolution or motion is carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands.

5. **Absence of the Chair:** In the absence of the Chair or Vice-Chair or both of them, any Governor appointed from among the Governors shall preside as Chair of the Board meeting.

6. **Adjourn before Agenda is completed:**

The Chair may, with the consent of the Governors present, adjourn any meeting before the Agenda has been completed. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to all Governors, or unless the unfinished business is carried forward to the next regular Board meeting.

7. **Annual Meeting:** An Annual Meeting of the Board shall be held by February 28th after every fiscal year end, and notice to Governors is required which must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the Governors and the Conservatory community at least fifteen (15) days prior to the meeting,
- (c) be given to the Governors by mail, e-mail, and/or other means in use by all Governors; the non-receipt of notice by any Governor shall not invalidate the proceedings.

8. Annual Meeting Agenda: The following Agenda shall be dealt with at the Annual Meeting and shall be deemed ordinary business, and any other business transacted shall be deemed special business:

- (a) Minutes of the previous year's Annual Meeting
- (b) consideration of annual reports of Executive Officers and Governors with portfolios
- (c) acceptance of the official financial statement of the Conservatory,
- (d) the appointment of accountants for the ensuing year, and
- (e) retirement and election of Governors and appointment of Officers.

9. Polls outside meetings: To expedite a time-sensitive issue, the Chair may poll the Governors via email or telephone on an issue, and having notified Governors of the results of such poll, may proceed according to direction received from a simple majority of all voting Governors. A report or Motion describing this transaction shall be added to the Agenda of the next occurring meeting of the Board so it shall be recorded in the Minutes.

10. Special Meeting: On the written request of three Governors (electronic requests will be accepted), the Chair will call a Special Meeting of the Board with not less

than five days' notice, to consider the stated item of concern. No other business is to be considered at a Special Meeting. All normal rules of quorum, voting etc. shall apply at that meeting unless a Special Resolution is required, in which case the requirement is as stated in Item D3(b). Decisions resulting in a major change to these By-laws require a Special Resolution.

E. GOVERNORS

1. Number: There shall be no fewer than five Community Governors with voting privileges on the Board.

2. Nomination: Prospective Community Governors shall apply to, or be approached by, the Nominating Committee, consisting of the Vice-Chair (chair), one other member of the Executive Committee, and one other member of the Board. The Nominating Committee will examine each applicant's credentials with reference to the position vacant, as described in *Appendix 1 Board of Governors—Committees and Portfolios*. The Nominating Committee shall be unanimous in its nominations, which shall be distributed to the Board along with the nominee's credentials no less than five days prior to the Annual Meeting. Should a Community Governor vacancy arise during the year, the same process shall be followed, with the nominee presented to the next regular or special meeting. Should a vacancy arise with an elected faculty position, a new secret ballot election will be held within 30 days. Should a vacancy arise with the designate from MCPA Association or that from the Faculty Association, a new representative will be appointed by the respective Association within 30 days.

3. Election: Election to the Board of Community Governors following the nomination process in *Item E.2.* shall be by

a simple majority vote, notice of Motion having been given no less than five days prior to the meeting.

4. Retirement: Unless re-elected or re-designated, Governors shall retire from office at the end of the Annual General Meeting that follows or marks the end of their two year term.

5. Resignation: If a Governor resigns their office, the vacancy may be filled for the unexpired portion of the term vacated, as described in *item E2*. Any Governor who has not attended three consecutive regular or special meetings of the Board or during a fiscal year has attended fewer than 75% of the regular and special meetings of the Board shall be deemed to have resigned from the Board.

6. Removal: Governors may, by Special Resolution, remove any Governor, and the person may be replaced as described in *item E2*.

7. Terms: Community Governors shall be elected to two-year terms. Retiring Governors shall be eligible immediately for re-election.

8. Staggered vacancies: It is undesirable that all Governors' terms expire in the same year. Effort should be made to have only one-half of the Governors elected each year.

9. Conflict of interest: Governors who have, or could reasonably be seen to have, a conflict of interest, have a duty to declare this interest.

(a) The declaration should be made to the Board

(1) upon nomination, and
(2) when serving as a Governor, as the possibility of a conflict is realized.

(b) A conflict of interest does not prevent a member from serving as a Governor provided that he/she

withdraws from the decision-making on matters pertaining to that interest. The withdrawal should be recorded in the Minutes.

10. Confidentiality: Governors have a responsibility to carefully observe and respect the confidentiality of all *in camera* Board deliberations, and shall refrain from discussing or sharing with anyone outside the Board any information about or details of regular Board meetings except as elaborated in approved Board minutes.

11. Voting: All Governors who have been elected or designated as described in *Items E2, 3* above shall each have one vote. Ex-officio members who are employees of the Conservatory, shall not have a vote. Up to 3 times in an academic year (September through August), a Governor who will be absent from a meeting may appoint another voting Governor, called a "proxy Governor", to cast ballots on the Governor's behalf, provided the Chair has been informed in writing or e-mail of the arrangements (including their purpose and limitations, if any) by the time the meeting has been called to order by the Chair. An individual proxy Governor may hold only one proxy per meeting, and that proxy shall be included in the quorum count.

F. OFFICERS

1. **Officers** elected by the Governors from amongst their number shall be a Chair, a Vice-Chair, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined.

2. **Chair:** One of the officers shall be the Chair. The Chair shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the Governors.

3. **Vice-Chair:** One of the officers shall be Vice-Chair. The Vice-Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair, or when the Chair may request him/her to do so.

4. **Corporate Secretary:** One of the officers shall be the Corporate Secretary who shall:

- (a) have responsibility for the preparation and custody of all books and records including:
 1. the minutes of Board meetings,
 2. the register of Governors, and
 3. filing the annual requirements with the Canada Revenue Agency, and

- (b) have custody of the Seal, which may be affixed to any document upon resolution of the Board, and
- (d) have other duties as assigned by the Board.

- (e) If a Corporate Secretary has not been appointed by the Board, the duties and responsibilities of this position will devolve to the Operations Manager.

5. **Recording Secretary:** Governors may also appoint a Recording Secretary who

- (a) is responsible for taking minutes of all Board meetings, and
- (b) need not be a Governor.

6. **Treasurer:** One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Conservatory, and shall carry out all other duties as assigned by the Board.

7. **Contracts,** deeds, bills of exchange and other instruments and documents may be executed on behalf of the Conservatory by the Chair or the Vice-Chair or the Corporate Secretary, plus the Financial/Operations

Manager except in the case of his/her own contract of employment, or otherwise as prescribed by a Motion of the Board of Governors.

G. REPORTING, LIMITATION OF POWERS, AND INDEMNITY

1. **Fiscal year end** of the Conservatory shall be June 30th.

2. **Annual Financial Report:** Governors shall make available to the public a written annual report on the financial position of the Conservatory. The report shall be in the form of:

- (a) a balance sheet showing its assets, liabilities and equity, and
- (b) a statement of its income and expenditure in the preceding fiscal year.
- (c) a copy of the financial report shall be **signed** by the auditor and two Officers.
- (d) a signed copy of the financial report shall be **filed** with the Canada Revenue Agency by December 31.

3. **Power to borrow:** the Conservatory may borrow money from a registered Canadian financial institution only as approved by a Special resolution of the Board.

4. **Remuneration of Governors:** Governors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a Governor or officer may be reimbursed for reasonable expenses incurred in the performance of his/her duties. A package of expenses for an activity or purchase that exceeds \$200 shall be approved in advance by at least two members of the Executive Committee; expenses that are \$200 or less shall be reimbursed as petty cash administered by the Operations Manager.

5. **Loans to Governors:** The Conservatory shall not make loans, guarantee loans or advance funds to any Governor. No funds of the Conservatory shall be paid to or be available for the personal benefit of any Governor.

6. **Indemnity:** Governors are indemnified under the Conservatory's policy of Directors

and Officers insurance against costs, losses and damages incurred by them in the good-faith discharge of their duties, unless by wilful neglect or default. The provisions and wording of the Policy take precedent over this clause.

Revision approval by the Board of Governors; December 12, 2017

Amendments to Board Committees approval by Board of Governors, June 27, 2019.

Revision, effective September 26, 2019, approved by the Board of Governors, August 29, 2019.

Revision, approved by the Board of Governors, January 23, 2020.

BYLAWS – APPENDIX 1

BOARD OF GOVERNORS – COMMITTEES & PORTFOLIOS

Each Governor will hold a portfolio for which s/he should have technical knowledge, and for which s/he will have primary responsibility; portfolios may be shared by more than one Governor.

Standing Committees shall meet at least once per year and thereafter only as required. The first meeting of each year will include a review of terms of reference and the development of a general work plan for the year. A report of the first meeting shall be circulated to the full Board by the November Board meeting.

Faculty and community members may be appointed by the Board to committees 4 through 7 that follow. It is to be understood that all members of committees agree that all communication from the committee is to be done through the chair alone.

Standing committees will be comprised of:

- 1. Executive Committee:** Board Chair, Vice-Chair, Treasurer, Secretary [Past Chair if the Chair invites], one other member of the Board.
- 2. Nominating Committee:** Board Vice-Chair, one other voting member of the Board, the two Deans. Responsible for preparing nominations for new Board members and for committee membership.
- 3. Personnel Committee:** Board Chair, Treasurer, one other member of the Executive Committee and one or both Deans. Additional members may be added depending on the situation under review. Responsible for reviewing and approving staff job descriptions, terms and conditions of staff employment and compensation. If a need arises for HR intervention, the Executive Committee would assign the task to one or two of its members, or request a trusted friend of the Board to investigate on its behalf.
- 4. Finance Committee:** Treasurer and one other member of the Board, and the Financial/Operations Manager. Responsible for reviewing on a regular basis the financial statements of the Conservatory and making reports and recommendations to the Board as required.
- 5. Building Committee:** One member of the Board with the building portfolio, the Financial/Operations Manager, Infrastructure Manager, and both Deans. Responsible for reviewing the state of the building, and recommending to the Board the priority of repair work and alterations to the building and grounds as required.

7. Development Committee: Two members of the Executive Committee, a member of the Board, both Deans and the Financial/Operations Manager. Responsible for overseeing fund-raising activities as approved by the Board.

8. Operations Committee: A member of the Board, Financial/Operations Manager, two Deans, and front desk staff. Responsible for overseeing the day-to-day operations of the Conservatory and resolving issues affecting operations, or referring those issues to an appropriate Board committee for resolution.

Ad Hoc Committees and Working Groups (as of April 25, 2019)

1. New Facilities Committee. Members of the Board as required, two Deans, Financial/Operations Manager. To monitor and consider options for new Conservatory facilities.
2. Policy Manual Working Group. Members of the Board as required.

GOVERNORS' PORTFOLIOS:

1. Chair: prepares Agendas and conducts meetings of Board and Executive; may attend any committee meeting *ex officio*; speaks for the Board; gives leadership to Board work and supports Governors in their assigned tasks.

Best person to serve: generalist with leadership skills

2. Vice-Chair: chairs meetings in absence of Chair; holds Nomination Committee portfolio; supervises Governance issues (Board handbook, By-laws, regulations; terms of reference of committees); maintains records of terms of office of all Governors.

Best person to serve: generalist with leadership skills.

3. Treasurer: oversees matters of finance, accounting, budgets, fiscal management and security; presents quarterly financial reports to Board; participates in annual review of Finance/Operations Manager's work (through the Personnel Committee).

Best person to serve: accountant

4. Recording or Corporate Secretary: records Minutes of Board and Executive meetings; responsible for Board record-keeping, official correspondence; works with Chair on Agendas and distributes same. *Best person to serve:* experienced administrator

5. Operations: reports on issues arising in the Conservatory's core business (lessons & classes), e.g. faculty, enrollment issues, costs of services, equipment requirements and procurement, facilities, staffing, etc.; includes Kindermusik.

Best person to serve: Financial/Operations Manager

6. School of Music: reports on issues affecting the delivery of quality instruction in Music, e.g. faculty contracting practices, program development, areas requiring investment; brings awareness of School of Music to all Governors.

Best person to serve: Dean of Music

7. School of Dance: reports on issues affecting the delivery of quality instruction in Dance, e.g. faculty contracting practices, program development, areas requiring investment; brings awareness of School of Dance to all Governors. *Best person to serve: Dean of Dance*

8. Facilities: creates a sustainable housing plan whether repairing or developing is indicated. This will involve the full Board, but one Governor shall lead this portfolio so others can continue to pay attention to theirs.

Best person to serve: Infrastructure Manager, if one has been appointed, or an experienced project or property manager

9. Past Chair: the Chair may assign the immediate Past Chair to a particular *ad hoc* task or file if appropriate, instead of/in addition to serving on the Executive Committee.