Bylaws Review Ad Hoc Committee

BRC:004A
Thursday, May 6, 2021
2:00 p.m.
Electronic Meeting

Trustee Members:

Shelley Laskin (Chair), Trixie Doyle, Yalini Rajakulasingam, Manna Wong

Pages

1. Call to Order and Acknowledgement of Traditional Lands
2. Approval of the Agenda
3. Declarations of Possible Conflict of Interest
4. Delegations

   To be presented
5. Theme Review: Meetings, Part One 1
6. Integrity Commissioner Preliminary Review of TDSB Bylaws 11
7. Bylaws Review Timeline: Updated 17
8. For Information Only
   - 8.1. Committee Decisions Made in Principle to Date 19
9. Adjournment

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April 29, 2021

REVIEW OF MEETINGS (PART 1)

Theme: MEETINGS (PART ONE)	Issue/Problem	Questions for Consideration	Bylaw Subsection	Operational or Governance
Agenda	Concern regarding Board agenda clearing as new Committee Chairs/Vice-Chairs are unaware of the best/current practice requiring their attendance at agenda clearing meetings.	Should Standing Committee Chairs and Vice-Chairs formally participate in determining the content of Board meeting agenda? Should Board Vice-Chair be included? Current provision, 5.12.1a: *"The content of the agenda for Board will be determined by the Board Chair in consultation with the Director or designate"* Similarly, should Vice-Chairs of Committees formally participate in determining the content of Committee meeting agendas? Current provision, 5.12.1b: *"The content of the agenda for Committee will be determined by the Committee Chair in consultation with the Director or designate".*	(5.12.1a) and (5.12.1b)	Governance
	Concern regarding staff missing the three business day deadline for providing agenda/background materials.	How can staff deadlines (3 business days prior to meeting) be enforced?	(5.12.2)	Operational
Notice of Motion	Need to confirm and clarify whether a Committee notice of motion can only be submitted by a member of the Committee.	Who can submit a notice of motion at a Committee meeting: any Trustee or only member of the Committee?	(5.15)	Governance

April 29, 2021

REVIEW OF MEETINGS (PART 1)

Theme: MEETINGS (PART ONE)	Issue/Problem	Questions for Consideration	Bylaw Subsection	Operational or Governance
	Concern regarding who can subsequently move/second a motion after its advance notice.	If a notice of motion was given as advance notice, must it be moved at a subsequent meeting by the same mover/seconder?	(5.15)	Governance
	"Notice of motion for consideration" is used in the Board/Committee agenda materials while there is no reference to this term in the Bylaws. So, under the Bylaws "notice of motion for consideration" does not exist.	Should the Board refrain from using term "Notice of motion for consideration" in agenda materials? Technically, the notice of motion for consideration is a motion to be considered at the meeting. What new language could be used in agenda materials?	(5.15)	Operational
Suspending Provision of Bylaws	Current Bylaws state that Committees are not permitted to suspend any provision of the Bylaws, but CW/PPC have been making motions to change the rules around speaking time.	Should Bylaws be revised to allow for Committees to suspend provisions of the Bylaws?	(1.2.2) and (5.13.10 – 5.13.11)	Governance
Mover/Seconder Requirement to Put an Agenda Item on the Floor	Under current practices, after approval of meeting agenda, Chair presiding over the meeting calls for a mover and seconder to put each matter/item of the agenda on the floor. Excerpt from December 18, 2020, Chairs/Vice-Chairs training materials: All staff reports contain a recommendation – read the recommendation out loud for the Committee and call for a mover and seconder to put the matter on the floor. This is required before any debate can begin, even if the	Should we remove the requirement to have a mover/seconder for items already approved in the agenda? If a mover/seconder are still required, should we apply the requirement consistently, and allow the mover to speak last, as per regular procedure for moving a motion? If mover/seconder are no longer required, should we clarify that it is the responsibility of the Chair/presiding officer to keep meetings moving?	TBC – stated in training documents (Dec 18, 2020, Chairs/Vice-Chairs training materials)	Governance

April 29, 2021

REVIEW OF MEETINGS (PART 1)

Theme: MEETINGS (PART ONE)	Issue/Problem	Questions for Consideration	Bylaw Subsection	Operational or Governance
	recommendation is just to receive the report for information. *(We are now moving to agenda item number one. The recommendation contained on page three of your agenda, and reads as follows. May I have a mover and seconder for this matter please?)* School boards and municipalities generally do not require a mover/seconder for items to be considered after the approval of the agenda (Toronto Catholic DSB, Vancouver SB, Ottawa-Carleton DSB (OCDSB), Hamilton-Wentworth DSB, Thames Valley DSB). Robert's Rule of Order also does not have this requirement. The Chair (presiding officer) is expected to execute this function and move the meeting along the approved agenda.			
	Concern that the rules re withdrawal a motion prior to a vote are not quite clear. Some Trustees quote the first part of the Bylaws (5.15.7) but forget the second (5.15.8): *5.15.7 A motion that has been moved and seconded is considered to be on the floor and will be decided by a vote, unless withdrawn.* *5.15.8 A member who moved a motion may withdraw it from consideration before the vote is taken on the motion, provided that the*	Should these two provisions [5.15.7 and 5.15.8] be combined for clarity?	(5.15.7) and (5.15.8)	Governance

April 29, 2021

REVIEW OF MEETINGS (PART 1)

Theme: MEETINGS (PART ONE)	Issue/Problem	Questions for Consideration	Bylaw Subsection	Operational or Governance
	seconder or no other member present objects to the motion from being withdrawn.			
	The Bylaws requires a mover and a seconder to put a motion on the floor for consideration. The Board, however, does not require a seconder for certain procedural motions in accordance with the Robert's Rules (see Appendix A attached).	Should the Bylaws state that certain motions do not require a seconder? If so, should we clarify which motions do not require a seconder in the Bylaws? Should we attach Appendix A – Parliamentary Procedure Chart as an appendix to the Bylaws or as part of a governance procedure supporting Bylaws?	(5.15), (5.15.7)	Governance
Quorum of Special Committees and Subcommittees	Need to clarify whether ex-officio members may be counted towards quorum at any Committee (as defined in s. 1.6), including Subcommittee and Special Committee or at Standing Committee only. Current Bylaws Definitions (1.6) and applicable provisions (4.4.5, 4.4.10 and 5.10.7) are unclear. ***1.6 Definitions: "Ex-Officio Member**** *means a member of a Committee by virtue of holding the Chair of Vice-Chair position of the Board. An ex-officio member is not a regular member but has the same voting rights and privileges as any other member of a Committee. Quorum (i.e., the minimum number of regular members necessary to conduct a Committee meeting) does not increase with the attendance of ex-*	At which meetings are ex-officio members counted towards quorum? Should 4.4.5 be amended to state that the Chair and Vice-Chair of the Board are ex-officio members of all Committees? Or, should the definition of "Ex-Officio Member" in 1.6 be amended?	(1.6), (4.4.5), (4.4.10) and (5.10.7)	Governance

April 29, 2021

REVIEW OF MEETINGS (PART 1)

Theme: MEETINGS (PART ONE)	Issue/Problem	Questions for Consideration	Bylaw Subsection	Operational or Governance
	officio member(s) at the meeting, but an ex-officio member will count towards quorum. *4.4.5 The Chair and Vice-Chair of the Board will be ex-officio members of each Standing Committee, with full voting privileges.* *4.4.10 A Trustee who is not a member or an ex-officio member of a Committee cannot move a motion, vote or be counted towards quorum, but may attend the meeting and speak to a motion under consideration by the Committee.* *5.10.7 An ex-officio member will be counted towards quorum at a Committee meeting*			
Approval of Reports for Receipt	Need to confirm and clarify whether reports for receipt should be voted on. Robert's Rules indicate that a vote to receive information is not necessary. Presentation or submission of a report for receipt constitute the receipt. The practices at school boards vary. Under Board's current practices, oral updates, Director's leadership reports, reports from Trustees representing the Board at external organizations, Student Trustees' reports, etc., are not voted on.	Do reports for receipt need to be voted on? What would it mean if a report for receipt is not carried/passed? If approval of reports for receipt is still required, should we clarify that approving a report for receipt does not approve any staff commitments/plans mentioned in the report? If approval of reports for receipt is still required, should the Bylaws clarify that all types of reports for information (both oral and written) would have to be voted on.	TBC	Governance and Operational

April 29, 2021

REVIEW OF MEETINGS (PART 1)

Theme: MEETINGS (PART ONE)	Issue/Problem	Questions for Consideration	Bylaw Subsection	Operational or Governance
Public/Private Meetings	The Integrity Commissioner, through her annual report (April 2019-September 2020), recommended recording private meetings.	Should the Board record private meetings? If so, should the Bylaws outline the process details?	(5.4)	Governance and Operational
	Concern with current Bylaws' alignment/compliance with the Ombudsman's report on open meetings.	Should the Bylaws include limitations on what can and cannot be discussed using the 'chat' function?	(5.8)	Governance

APPENDIX A

Purpose	Language	Seconder	Debate	Amend	Vote	Section
Amend a Motion	"I move that the motion be amended by…"	Yes	Yes	Yes Note: Only two amendments to a motion are permitted on the floor at one time.	Majority Note: Amendments are voted on in the reverse order of which they were introduced.	5.15.19 to 5.15.23
Appeal ruling of the Chair	"I move to appeal the ruling of the Chair"	No	No	No	Majority Note: If tie vote, Chair's ruling is upheld.	5.15.35 to 5.15.36 5.15.45 to 5.15.46
Private Information (If in public, must move into closed session. The matter must fall within sections 207(2) and 207 (2.1) of *Education Act*)	"I move that the Board resolve into Committee of the Whole or Committee convene into closed session to discuss ___."	Yes	Yes	Yes	Majority	5.4.1 to 5.4.5, and 5.4.11 to 5.4.13
Declare a Conflict of Interest Note: Must withdraw from room and/or not participate via electronic means if in private session.	"I rise to declare a possible conflict of interest on the following item as [insert reason]."	No	No	No	n/a	5.4.7, 5.4.9, 5.6.1 5.9.3, 5.14.4 5.15.5, 6.2.1 6.2.2 **Section 5(1) and (2) of the *Municipal Conflict of Interest Act***
Defer or Postpone a Motion *to a Specific Time*	"I move that consideration of the matter be postponed to….[insert set time]"	Yes	Yes (re: merits of postponement)	Yes (re: specific time)	Majority	5.15.14 (e)
Defer or Postpone a Motion *Indefinitely* **(Board only)**	"I move that consideration of the matter be postponed indefinitely"	Yes	No	No	Majority	5.15.14 (d) 5.15.18 (a) 5.15.20 (c)

APPENDIX A

Divide a Motion into Separate Parts (*"ad seriatim")*	**"I move that the matter be voted on as separate parts, as follows…"**	**Yes**	**Yes**	**Yes**	**Majority**	**5.14.5**
End/Adjourn a Meeting	"I move that the meeting be adjourned"	Yes	No	No	Majority	5.10.5 and 5.10.6 (re: a meeting must adjourn if a quorum is lost)
End Debate and Vote On the Motion (Call the Question)	"I would like to call the question"	Yes	No	No	Majority	5.13.12 – 5.13.16
Enforcing a Meeting Rule or Raising a Point of Order	"I would like to raise a point of order, regarding section __ of the Bylaws"	No	No	No	Majority	5.13.5 and 5.15.30-5.15.36
Extend the Meeting Time Note: 30-minute intervals after 11 p.m.	"I move to extend the meeting time until ___."	Yes	Yes	Yes (re: defined time only)	Majority	5.15.25
Lay a Motion on the Table (put aside temporarily)	"I move that the matter under discussion be tabled"	Yes	No	No	Majority Note: If vote carries, motion is put aside until taken from the table by majority vote.	5.15.14(f)
Member's rights or privileges have been disrespected	**"I would like to raise a question of personal privilege as follows. I suggest the following remedy."**	**No**	**No**	**No**	**n/a**	**5.15.37 to 5.15.46**

APPENDIX A

Minority Report (At Board – must be removed from consent agenda prior to the meeting (section 5.12.9) to consider alternate recommendation)	"I do not agree with the recommendation of the committee wish to provide a minority report on item…"	No	No (alternate recommendation can be considered / debated)	No	n/a (except for an alternate recommendation)	5.14.13 to 5.14.16
Motion to Receive (for information)	"I move that item __ regarding ___ be received."	Yes	Yes	Yes	Majority	n/a
Motion to Reconsider a Previous Decision of the Board (Requires previous notice of motion and applies to Board only)	"I move that a previous decision regarding ____ of _____ be reconsidered."	Yes	Yes	No	Two-thirds majority of Board	5.15.26 - 5.15.29
Recess	**"I move that a recess be called for __ minutes"**	**Yes**	**No**	**No (except length of recess)**	**Majority**	**5.10.5 5.15.34 5.15.42**
Recorded vote *(*Board only*)*	"I request a recorded vote on item __ ."	No	No	No	n/a	5.14.10 to 5.14.12
Relinquish the role of Chair (as presiding officer) to engage in discussion/debate or move a motion	"I wish to pass the Chair to Vice-Chair ____ or to Trustee ____ "	No	No	No	n/a	5.13.8

APPENDIX A

Refer Note: Main motion or main motion as amended only.	"I move that the matter be referred to staff for ___ or to ____ Committee."	Yes	Yes	Yes	Majority		1.6, 5.15.24
Reorder the Agenda	"I move that the agenda be reordered, as follows…"	Yes	Yes	Yes	Majority		5.12.3
Take a Matter from the Table (when previously put aside at the same meeting)	"I move that motion ____ be taken/lifted from the table."	Yes	No		No	Majority	1.6, 5.15.14(j) 5.15.20(g)

memorandum

DATE: May 3 , 2021

TO: Bylaws Review Ad hoc Committee

FROM: Suzanne Craig, Integrity Commissioner, Toronto District School Board

RE: **Integrity Commissioner Preliminary Review of TDSB Bylaws**

The TDSB Bylaws (the "Bylaws") are the written rules that govern the actions of the Trustees of the Board in the decision-making role. The Bylaws include matters such as, the purpose, membership on committees and subcommittees, Chair and Vice-Chair responsibilities, how meetings should be conducted, how often meetings will be held, types of motions and voting procedures.

The rules of the Bylaws should govern the way Trustees of the Board are required to conduct meetings, setting out how Trustees carry out their statutory roles and responsibilities as elected officials appointed to Committees and at Board. The Bylaws are essential in assisting the Board map out decision-making activities in fulfillment of the Board's purpose through the practical day-to-day details of how it will go about advancing its democratic decision-making. The Bylaws also serve as the legal guidelines for decision-making activities of the Board, and it is for this reason that the rules should be clearly written and fairly and consistently applied.

In order for the TDSB Bylaws to effectively provide for the Board's internal governance processes while being consistent with the key principles of the Board Member Code of Conduct (the "Code"), as well as the letter and spirit of the Education Act, the rules contained therein should have defined terms with consistent meaning and application.

The Bylaws should:

- be clear enough so they can be easily understood by Board members.
- include sufficient detail to create clear, fair decision-making processes without bias.
- should contain general directions that will cover the situations faced by Trustees in meeting and detailed descriptions of committee procedure.

memorandum

The following are the preliminary findings on a first review of the current Bylaws:

Definitions:

The “Definitions” appear to be sufficiently detailed to provide an understanding of terms of importance.

Roles and Responsibilities:

This section sets out the role of Board and Committee Chair and Vice- Chair. Section 3.4.2 (b) states that the Director or Vice-Chair establishes agendas for Board meetings, in consultation with the Board’s Director or designate. It is unclear whether this function is shared by the Chair/Vice-Chair and Director. It is also unclear what process is followed, if any, with reference to what matters will be place on the agenda (i.e. is this a staff initiative with recommendation to the Chair and/or Director?).

Section 2.4 of the Bylaws provides very little guidance on the role of a Committee Chair in terms of setting the agenda for Committee meetings.

This section sets out that the Director, the Secretary of the Board or designate will determine the times and location for the meetings of the Board and Committee. It is unclear which officer sets the times for meetings and whether this is in consultation with the Secretary of the Board or if this is a function and role of the Secretary of the Board who consults with the Director.

Committee Structure and Composition:

Section 4.1.2 states that the Board may establish by resolution any committee it deems appropriate[…]The Board must approve terms of reference of all Committees. It is unclear that this decision-making/approval role of the Board is clearly understood by all Trustees.

Section 4.2.1 states that the Board may dissolve any Committee at the Organizational Meeting, or by resolution at any time as required, subject to applicable legislation. Section 4.3.1 states that Committees are not decision-making bodies and may only make recommendations to the Board for consideration and final approval. However, it appears that some decisions have been made by Committees and/or some Trustees believe that Committees have decision-making authority. It is unclear whether the Committee brings forward to Board, a resolution to dissolve a Committee, or if the Board as decision-maker may do so directly. It is unclear whether this provision is understood by all Trustees.

Section 4.4.7 states that the Board may appoint Trustees to serve on other agencies, boards and commissions, including those external to the Board, as it deems necessary

or when requested, if supported by the Board and consistent with legislation. It is unclear whether all Trustees understand what process is in place to appoint Trustees to agencies, boards and commissioners.

Section 4.8.1 states that the Board may establish a Special Committee consisting of Trustees to make recommendations to the Board on any matter. It is unclear whether there is a minimum or maximum number of Trustees that is set out in the Bylaws to make up a Special Committee. It is unclear whether all Trustees understand that depending on the number of Trustees on a Special Committee, the recommendations may de facto be a decision of the majority of the Board.

Section 4.10 requires clarification on whether there will be a minimum number of the members appointed to CACs who will be Trustees and how many of the membership may be public volunteers.

Board and Committee Meetings – Rules and Procedures

Section 5.2.1 states that the Chair (or Vice-Chair in the Chair's absence) may cancel a Board or Committee meeting in consultation with the Director or designate. It is unclear if reasons must be given and if there are notice provisions that accompany this action of cancelling a meeting. Sections 5.5.3, 5.5.4 and 5.5.5 set out the rules for Notice of Special Meeting. While there are provisions that require that notice of a special meeting must be communicated at least 24 hours in advance of the meeting along with the agenda, it is unclear whether all Trustees understand that this process does not require consultation with other Trustees.

Section 5.3 is entitled Open (Public) Sessions. This section has been amended to reflect the new circumstances of virtual meetings created by the in-person gathering restrictions of Covid-19.

Section 5.3.4 states that no person will engage in conduct that is negative, critical, or derogatory towards any other person, or engage in any behaviour that is disruptive to the meeting. Where a member of the pubic engages in such conduct, the Chair may advise the person to cease such behaviour, or the person may be required to leave the meeting.

The Chair of a meeting, requires a certain degree of autonomy to ensure that a meeting is conducted in accordance with the Bylaws and as specifically stated therein, to oversee order and behaviour of members and attendees at the meeting. However, in addition to the Bylaw rules, the Code sets out in sections 6.8 and 6.10 that Trustees shall conduct themselves with decorum at Board and Committee meetings. The inclusion of this provision in the Code allows the Integrity Commissioner to have concurrent jurisdiction with the Chair of the Board or Committee, to receive Code

complaints regarding matters of decorum at meetings. While the Chair has jurisdiction to make ruling on the decorum at a meeting, this jurisdiction does not remove the Integrity Commissioner's jurisdiction to review the conduct of a Trustee at a later date following the receipt of a Code complaint and determine if it rises to the level of a failure to conduct oneself according to sections 6.8 and 6.10 the Code.

Section 5.4.4 states that the Director or designate will maintain a complete record of the decisions made, including recorded votes where applicable. As I stated in the TDSB 2019-20 Annual Report, as a result of my participation in informal complaints, I identified and reported that there is a need for the Office of the Integrity Commissioner to rely on accurate information in respect of closed meeting discussions. It is for this reason, that with a view to facilitating accuracy of Code investigations, I included in the report, a recommendation that the Board consider including in the Bylaws, a provision that verbatim meeting minutes will be taken and or closed meetings will be recorded.

Attendance at Meetings:

Section 6.11 of the Code is entitled Failure to Adhere to Board Policies and Procedures requires Trustees to observe the terms of all policies and procedures. All Trustees should be aware of the fact that attendance at meetings, as well as all sections of the Bylaws, is captured in rule 6.11 of the Code

Agenda:

It is unclear if all Trustees are familiar with this section of the Bylaws. It is also unclear if the Agenda is set at Executive Committee pursuant to section 5.12.1 of the Bylaws. It is unclear whether there is a process that allows individual Trustees to request items be included on the agenda of Board and Committee meetings and if so, what process will be followed.

Debate:

Section 5.13.5 of the Bylaws states that no member will interrupt another member who has the floor, except for the Chair presiding over a meeting or a member for the purpose of stating a point of order or question or personal privilege. It is unclear whether all Trustees understand what a point of order or question or point of personal privilege is and what the process is (i.e. if a Trustee raises/puts forward a point of order, must the Chair acknowledge them, must the Trustee wait to speak, may other Trustees speak). Sections 5.15.30-5.15.46 are detailed. It is unclear whether all Trustee understand these provisions.

memorandum

Motions:

It is unclear whether all Trustees understand what procedure is to be follow under sections 5.15.15 – Motions of Precedence – Not Debatable and section 5.15.16 – Refusal to Accept a Motion.

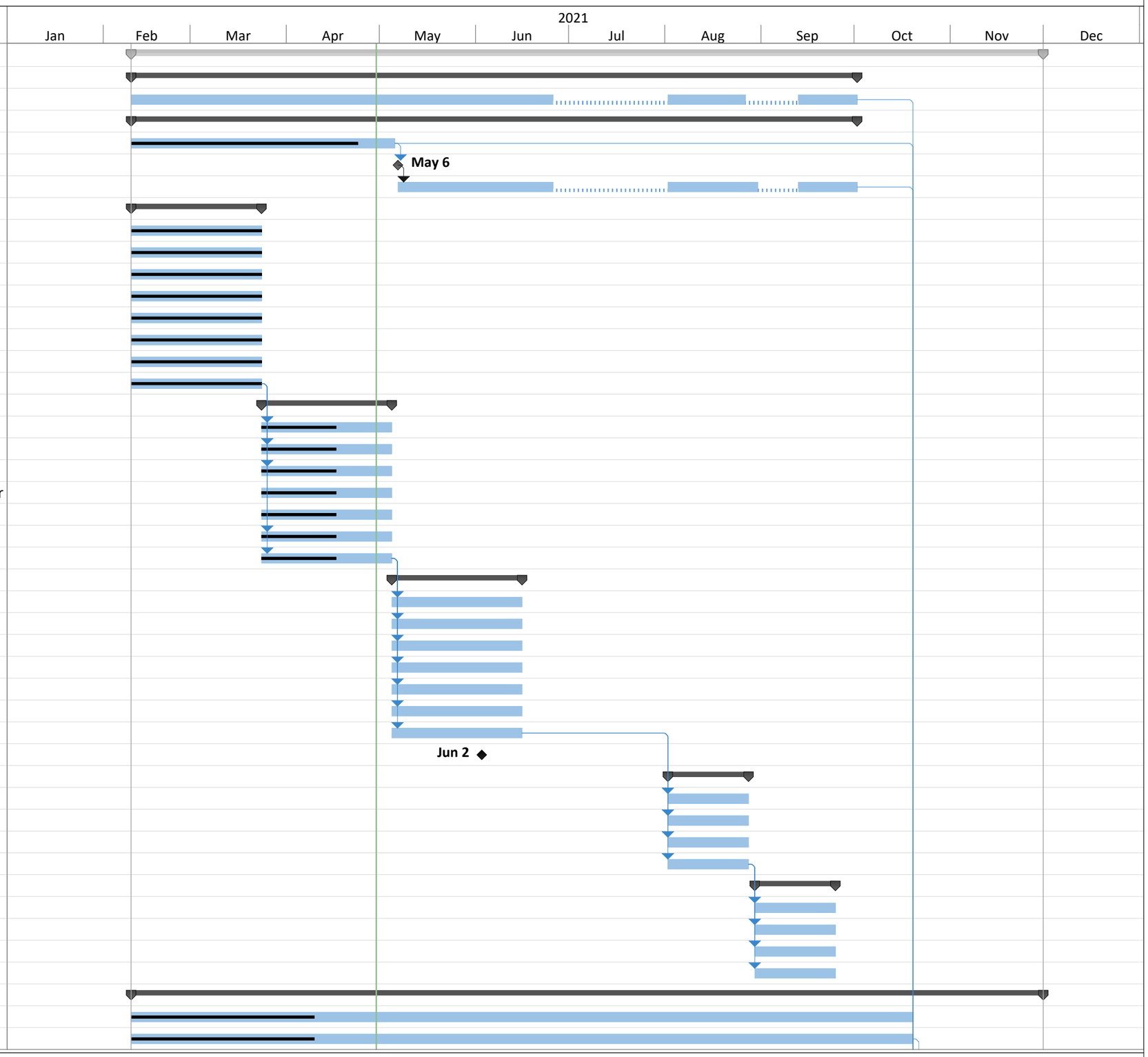
Sincerely,

Suzanne Craig
Integrity Commissioner
Toronto District School Board

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BYLAWS REVIEW TIMELINE

ID	Task Name
0	**Bylaws Review - Project Timeline - updated - April 30, 2021**
1	**EQUITY REVIEW**
2	Review by Equity staff
3	**INTEGRITY COMMISSIONER REVIEW**
4	Review by Integrity Commissioner
5	Feedback from Integrity Commissioner
6	Review by Integrity Commissioner
7	**COMMITTEES**
8	Attendance
9	Committee of the Whole
10	Mandates/Terms of Reference
11	Special Committees vs. Subcommittees
12	Reporting to Board
13	Clarification on Non-Trustee Members
14	Community Advisory Committees
15	Chair/Vice Chair Election Procedure
16	**MEETINGS - RULES AND PROCEDURES - Part 1**
17	Agenda
18	Notice of Motion
19	Suspending Provision of Bylaws
20	Mover/Seconder Requirement to Put an Agenda Item on the Floor
21	Quorum of Special Committees and Subcommittees
22	Approval of reports for receipt
23	Public/Private Meetings
24	**MEETINGS - RULES AND PROCEDURES - Part 2**
25	Electronic Participation
26	Voting (majority definition)
27	Delegations Procedure
28	Debate
29	Emergency Business
30	Reconsideration of previous decision
31	Motions
32	**INTERIM REPORT**
33	**ACCESSIBILITY, FORMAT AND STYLE**
34	Title
35	Clear language review
36	Document structure
37	Accessibility (AODA) review
38	**ADMINISTRATIVE EFFICIENCIES**
39	Scheduling
40	Cancelling Board/Committee meetings
41	Celebrations at Board meetings
42	Training for Trustees
43	**INCORPORATING REVISION DIRECTIONS INTO BYLAWS**
44	Drafting
45	Internal reviews



Date: Fri 4/30/21

Task | Summary | Progress | Manual Progress

BYLAWS REVIEW TIMELINE

ID	Task Name	2021 Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
46	Review by the Committee												

Date: Fri 4/30/21

Task Summary Progress Manual Progress

May 6, 2021

COMMITTEE DECISIONS MADE IN PRINCIPLE TO DATE

Theme: COMMITTEES	Issue/Problem	Questions for Consideration	Bylaw Subsection	Decisions in Principle
Attendance	Current Bylaws provide an exemption to trustees who are on pregnancy/parental leave from missing 3 consecutive Board meetings without losing trustee office. The Bylaws are silent on Committee membership, i.e., missing 3 committee meetings without losing committee membership.	Should pregnancy/parental exception also apply to Committees? If so, revise section 5.7.3 and place it after current section 5.7.11	(5.7.3/5.7.11)	Yes
	Current Bylaws set out requirements for physical attendance of meetings. The requirements are inconsistent with the new rules and practices of electronic meetings and virtual participation introduced during the COVID-19 pandemic.	Should we revise section 5.7.1 and include an exemption clause for circumstances such as the COVID-19 pandemic?	(5.7.1)	Yes (Add provision to default to relevant legislation in case of conflict)
	Concern that some meetings are not open to all trustees. If there are meetings that are closed to non-members, this must be included in the committee terms of reference and only if required by law/legislation/confidentiality agreements etc.	Are any meetings, including committees and subcommittees, closed to trustee non-members?	TBC	The terms of reference for committees/subcommittees must clearly outline the rules re attendance by non-members.
Committee of the Whole	Need to confirm and clarify concept of the Committee of the Whole, particularly in relation to newly established Planning and Priorities Committee. "Committee of the Whole" (CW) may mean: a) a meeting of the Board of Trustees using procedural rules of a committee (as defined in the current Bylaws), or b) a separate committee of the Board composed of all trustees (as was defined in the previous version of the Bylaws).	Is Committee of the Whole a meeting format or a committee? Depending on the answer to the question above, revise definition of "Committee of the Whole" and related provisions to ensure clarity.	(1.6) and (4.5.5) (1.6)	Meeting format
	Consider whether any rules applicable to Committee of the Whole should be spelled out in the Bylaws.	Who should preside over Committee of the Whole meeting? Who is chair and vice-chair at CW?	TBC TBC	There is value in defining Chair for CW, recommend that it should be VC of Board. It's proposed that Vice-Chair of the Board would chair CW meetings, and the Chair of the Board would serve as a Vice-Chair of CW.

May 6, 2021

COMMITTEE DECISIONS MADE IN PRINCIPLE TO DATE

Theme: COMMITTEES	Issue/Problem	Questions for Consideration	Bylaw Subsection	Decisions in Principle
		Should the CW meetings be scheduled in advance?	TBC	No (However, because delegations are permitted at CW, the notice of meeting would have to be provided in advance, thus essentially scheduling is required.
		Is a simple majority vote required to convene a CW meeting?	(4.5.5)	Yes (majority vote)
		Should delegations be permitted at CW meetings?	(5.16)	Yes
		Can a CW meeting be convened during special Board meeting?	(4.5.5)	Yes – if suspending the bylaws – 2/3 vote
Mandates/Terms of Reference	Mandate of the Planning and Priorities Committee (PPC) includes "other issues referred to it from time to time by the Board or the Chair of the Board".	Should we limit PPC's mandate, and Chair's referral ability, so that PPC cannot duplicate the work of other committees?	(4.5.3.g)	No, the preference is to keep the catch-all provision.
	Current Bylaws do not state which committee is responsible for the Board Bylaws.	Should we explicitly include 'Bylaw Review' in GPC mandate?	(4.6.4)	Yes
	Concern that committees have mandates, but do not have terms of reference.	Should we require terms of reference for every Committee?	(4.1.2)	Yes
		Should we create a template with standard terms of reference for Board committees to use make the process easier?	TBC	Yes
		Should mandates and terms of reference be included in the Bylaws?	TBC	No. The terms of reference template will be part of a new Governance Procedure. The Bylaws will include reference to the Governance Procedure to ensure flexibility.

May 6, 2021

COMMITTEE DECISIONS MADE IN PRINCIPLE TO DATE

Theme: COMMITTEES	Issue/Problem	Questions for Consideration	Bylaw Subsection	Decisions in Principle
		Should Special Committees (e.g., Director's Search, Board Self-Assessment, Negotiations, etc.) have more specific provisions embedded in the Bylaws (e.g., reporting structure, final authority, etc.)?	(4.8)	Yes
Special Committees vs. Subcommittees	Under the Bylaws, Special Committees are established by the Board, and Subcommittees are created by Committees. Clarification is required on whether Committees have authority to create Subcommittees.	Should the Bylaws explicitly delegate authority to Committees to establish and dissolve Subcommittees? Under s. 4.3: "Committees are not decision making bodies and may only make recommendations to the Board for consideration and final approval".	(1.6), (4.1), (4.3) (4.8) and (4.9)	No, the Bylaws need to clarify that Committees may make recommendations to the Board to establish Subcommittees. The approval authority resides with the Board. In addition, the Bylaws should outline the process for establishing staff committees that include Trustees as members.
Reporting to Board	Current Bylaws lack details on reporting structure, including timing and sequence, allowing for the potentially problematic flow of information.	Should we clarify that a report of all committee meetings must go to the following Board meeting, so the Board has a record of all committee work? What must be included in a report, when it must go to the Board, etc.?	(4.3.2)	Yes, this appears to be recent practice and there is already an adequate template
Committee Membership	Current Bylaws state that only trustees may be members of a committee (including subcommittees).	Which Committees, including Special Committees and Subcommittees can have staff and outside parties as members?	(4.4.8)	Only Trustees are considered members of any type of Board Committee. Need to clarify what terms should be used when staff/outside members are on specific committees, whether mandated or not.
Community Advisory Committees	The list of Community Advisory Committees (CACs), that is included in the Bylaws, is frequently amended as new CACs are established and some are dissolved. Tracking the changes appears to be problematic. Current Bylaws list of CACs is incomplete, it does not include LGTBQ2S CAC.	Do we need to list CACs in the Bylaws? Is there a way to easily update the Bylaws if we establish or dissolve a CAC?	(4.10.2)	Status Quo: Section 1.3.4 (d) allows for housekeeping changes such as correcting the name of CACs.
Chair/Vice Chair Election Procedure	The procedure for Election of Board Chair and Vice Chair is not included in the Bylaws. It exists as a Board resolution, outside the Bylaws and associated governance procedures, and therefore is not easily searchable/available.	Should we elaborate on specific details and incorporate the procedure into Bylaws? Alternatively, should the Chair/Vice-Chair Election procedure be adopted as a separate governance procedure, such as the Delegation Procedure?	(3.4)	Yes, elaborate on details but keep outside Bylaws as procedure to allow more flexibility.

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Acknowledgement of Traditional Lands

We acknowledge we are hosted on the lands of the Mississaugas of the Anishinaabe (A NISH NA BEE), the Haudenosaunee (HOE DENA SHOW NEE) Confederacy and the Wendat. We also recognize the enduring presence of all First Nations, Métis and Inuit peoples.

Reconnaissance des terres traditionnelles

Nous reconnaissons que nous sommes accueillis sur les terres des Mississaugas des Anichinabés (A NISH NA BAY), de la Confédération Haudenosaunee (HOE DENA SHOW NEE) et du Wendat. Nous voulons également reconnaître la pérennité de la présence des Premières Nations, des Métis et des Inuit."

Funding Information Requirement

At the special meeting held on March 7, 2007, the Board decided that to be in order any trustee motion or staff recommendation that would require the Board to expend funds for a new initiative include the following information: the projected cost of implementing the proposal; the recommended source of the required funds, including any required amendments to the Board's approved budget; an analysis of the financial implications prepared by staff; and a framework to explain the expected benefit and outcome as a result of the expenditure.

[1]Closing of certain committee meetings

(2) A meeting of a committee of a board, including a committee of the whole board, may be closed to the public when the subject-matter under consideration involves,

(a) the security of the property of the board;

(b) the disclosure of intimate, personal or financial information in respect of a member of the board or committee, an employee or prospective employee of the board or a pupil or his or her parent or guardian;

(c) the acquisition or disposal of a school site;

(d) decisions in respect of negotiations with employees of the board; or

(e) litigation affecting the board. R.S.O. 1990, c. E.2, s. 207 (2).

(2.1) Closing of meetings re certain investigations – A meeting of a board or a committee of a board, including a committee of the whole board shall be closed to the public when the subject-matter under considerations involves an ongoing investigation under the Ombudsman Act respecting the board