

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.

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		<p>Should the CW meetings be scheduled in advance?</p> <p>Is a simple majority vote required to convene a CW meeting?</p> <p>Should delegations be permitted at CW meetings?</p> <p>Can a CW meeting be convened during special Board meeting?</p>	<p>TBC</p> <p>(4.5.5)</p> <p>(5.16)</p> <p>(4.5.5)</p>	<p>No (However, because delegations are permitted at CW, the notice of meeting would have to be provided in advance, thus essentially scheduling is required).</p> <p>Yes (majority vote)</p> <p>Yes</p> <p>Yes – if suspending the bylaws – 2/3 vote</p>
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.	<p>Should we require terms of reference for every Committee?</p> <p>Should we create a template with standard terms of reference for Board committees to use make the process easier?</p> <p>Should mandates and terms of reference be included in the Bylaws?</p>	<p>(4.1.2)</p> <p>TBC</p> <p>TBC</p>	<p>Yes</p> <p>Yes</p> <p>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.</p>

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		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.