

# BY-LAWS AD HOC MEETING Public Session

## AGENDA May 13, 2019

Angela Kennedy, Chair

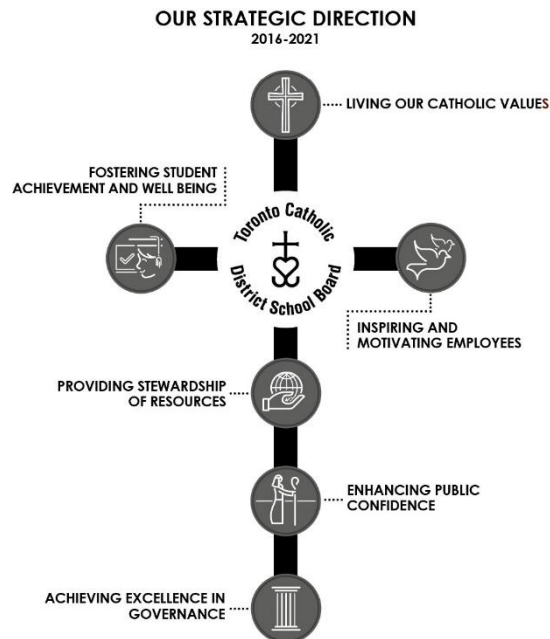
Ida Li Preti, Vice-Chair

Norman Di Pasquale

Michael Del Grande  
Ex-Officio

Teresa Lubinski

Maria Rizzo  
Ex-Officio



### MISSION

*The Toronto Catholic District School Board is an inclusive learning community uniting home, parish and school and rooted in the love of Christ.  
We educate students to grow in grace and knowledge to lead lives of faith, hope and charity.*

### VISION

*At Toronto Catholic we transform the world through witness, faith, innovation and action.*

Recording Secretary: Sophia Harris, 416-222-8282 Ext. 2293  
Assistant Recording Secretary: Sonia Tomaz, 416-222-8282 Ext. 2298

Rory McGuckin  
Director of Education

Maria Rizzo  
Chair of the Board

**OUR MISSION**

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**AGENDA  
REGULAR MEETING  
OF THE  
BY-LAWS AD HOC COMMITTEE  
PUBLIC SESSION**

Monday, May 13, 2019

6:30 P.M.

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Pages

1. **Call to Order**
2. **Memorials and Opening Prayer**
3. **Roll Call & Apologies**
4. **Approval of the Agenda**
5. **Notices of Motions**
6. **Declarations of Interest**
7. **Approval and Signing of Minutes of the Previous Meeting Held February 19, 2019** 1 - 6
8. **Presentations**
9. **Delegations**
10. **Consideration of Motions for which previous notice has been given**
11. **Unfinished Business from Previous Meetings**
12. **Matters referred/deferred from Committees/Board**

13. Reports of Officials for the Information of the Board of Trustees

14. Reports Requiring Action of the Board of Trustees

14.a Toronto Catholic District School Board Operating By-Law  
Revisions

7 - 15

(Working Copies of the By-Laws will be provided at the meeting)

15. Listing of Communications

16. Inquiries and Miscellaneous

17. Updating of Pending Items List

18. Closing Prayer

19. Adjournment

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**MINUTES OF THE BY-LAWS REVIEW AD HOC MEETING  
PUBLIC SESSION**

**TUESDAY, FEBRUARY 19, 2019**

**Trustees:** I. Li Preti, Acting Chair  
M. Del Grande  
N. Di Pasquale  
A. Kennedy, via Teleconference  
T. Lubinski – via Teleconference  
M. Rizzo

**Staff:** R. McGuckin  
P. Matthews  
  
S. Harris, Recording Secretary

**1. Call to Order**

The meeting commenced with Trustee Rizzo in the Chair.

**4. Approval of Agenda**

MOVED by Trustee Di Pasquale, seconded by Trustee Del Grande, that the Agenda, as amended, to add Election of Chair and Election of Vice-Chair, be approved.

Results of the Vote taken, as follows:

**In Favour**

**Opposed**

Trustees Del Grande  
Di Pasquale  
Kennedy

Li Preti  
Lubinski  
Rizzo

The Motion was declared

CARRIED

**Election of Chair**

MOVED by Trustee Del Grande, seconded by Trustee Di Pasquale, that Trustee Kennedy be nominated as Chair of the Committee.

Trustee Kennedy accepted.

Results of the Vote taken, as follows:

**In Favour**

**Opposed**

Trustees Del Grande  
Di Pasquale  
Kennedy  
Li Preti  
Lubinski  
Rizzo

The Motion was declared

CARRIED

Trustee Kennedy was declared Chair of the By-Laws Review Ad Hoc Committee.

## **Election of Vice-Chair**

MOVED by Trustee Del Grande, seconded by Trustee Di Pasquale, that Trustee Li Preti be nominated as Vice-Chair of the Committee.

Trustee Li Preti accepted.

Results of the Vote taken, as follows:

### **In Favour**

### **Opposed**

Trustees Del Grande  
Di Pasquale  
Kennedy  
Li Preti  
Lubinski  
Rizzo

The Motion was declared

CARRIED

Trustee Li Preti was declared Vice-Chair of the By-Laws Review Ad Hoc Committee.

Trustee Rizzo relinquished the Chair to Trustee Li Preti.

## **6. Declarations of Interest**

There were none.

## **14. Reports Requiring Action of the Board of Trustees**

MOVED by Trustee Rizzo, seconded by Trustee Del Grande, that Item 14a) be adopted as follows:

**14a) Updating and Reviewing of Toronto Catholic District School Board's (TCDSB's) By-Laws** that the By-Laws amendments discussed, including the following, be reviewed by Legal Counsel and brought back to the next meeting:

1. 2.2.3 and 2.2.4, *Duties of the Trustees: Consult with parents, students, and supporters of the TCDSB on the Multi-Year Plan; Bring concerns of parents, students, and supporters of the TCDSB to the attention of the Board of Trustees* - delete "supporters";
2. 5.17, *Vacancies on Committees: A vacancy, however caused, on a Committee, or in the office of the Chair or Vice-Chair of any Committee, shall be filled by election by the Board of Trustees at the earliest practicable time but in any event not later than the second Meeting after the vacancy occurs* – appoint additional members to Committees; Vacancies should be addressed to the attention of the Director who should provide a report to Board;
3. 5.6, *Composition of Ad-Hoc Committees: Membership of Ad-Hoc Committees shall be a fixed number of Trustees, being no more than one-third of the Board of Trustees. To the extent possible the Board of Trustees shall ensure equitable distribution of Trustees on Committees and each Trustee shall sit on a maximum of three Ad-Hoc Committees...* – Review composition; edit language to include that Ex-Officios are not included in the composition; and review "equitable distribution" - is it mandatory for all Trustees to sit on Committees?;
4. 10. 8.7 – *Member of a Committee Placing Matter/Notice of Motion on Agenda of Meeting A Trustee or member of a Committee who is not a Trustee, may place on the Draft Agenda of a Meeting of a Committee any matter within the terms of reference of such Committee, and with respect to which the Trustee, or member of a Committee, who is not a Trustee, has a right to vote at a Meeting of the Committee: such Notice of Motion ... Provided that any matter dealing with recommended changes to policy, program, or services shall, if adopted, stand referred to staff for a report and to SEAC, where it relates to special education services or delivery, prior to submission to the Board of Trustees for consideration* - Review whether SEAC rights would be impinged as a result;

5. 10.8.8 *Provided that the staff report, along with any SEAC response, shall be submitted to the appropriate Committee within sixty days for review prior to submission to the Board of Trustees - Review;*
6. 10.9.19 and 10.10.17 – *Inquiries and Miscellaneous –only of an urgent nature, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff... review time limit;*
7. 18.1, *Reimbursement for Costs and Expenses Relating to Municipal Conflict of Interest Proceedings: On the advice of the Director as Chief Executive Officer and Secretary of the Board, and upon receipt of a formal documented request, in consultation with the Board of Trustees, the TCDSB shall pay on behalf of or reimburse, irrespective of any awarded costs, all reasonable costs and expenses, as agreed or taxed, based on the individual merits of each case, and not to be arbitrarily withheld, incurred by a Trustee who has been found not to have contravened Article 5 of the Municipal Conflict of Interest Act - add positive statement to say that the Trustee will be reimbursed if exonerated;*
8. Consideration of Motion – 7 days instead of 30 days;
9. SEAC and Statutory Committees – do they need to review matters prior to going to Board?;
10. Delegations – need staff’s input;
11. Matters Received and Referred to Staff – can this category be included on all Agendas?; and
12. Can a Trustee ask a question arising from the previous Minutes?

Results of the Vote taken, as follows:

**In Favour**

**Opposed**

Trustees Del Grande  
 Di Pasquale  
 Kennedy  
 Li Preti  
 Lubinski  
 Rizzo



The Motion was declared

CARRIED

**19. Adjournment**

MOVED by Trustee Kennedy, seconded by Trustee Di Pasquale, that the meeting be adjourned.

Results of the Vote taken, as follows:

**In Favour**

**Opposed**

Trustees Del Grande  
Di Pasquale  
Kennedy  
Li Preti  
Lubinski  
Rizzo

The Motion was declared

CARRIED

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SECRETARY

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CHAIR



REPORT TO

**BY-LAWS REVIEW AD HOC COMMITTEE**

**TCDSB OPERATING BY-LAW REVISIONS**

Do not follow the crowd in doing wrong. When you give testimony in a lawsuit, do not pervert justice by siding with the crowd – exodus 23:2

Created, Draft	First Tabling	Review
April 2, 2019	May 13, 2019	Click here to enter a date.

Paul Matthews, General Legal Counsel

**RECOMMENDATION REPORT**

**Vision:**

*At Toronto Catholic we transform the world through witness, faith, innovation and action.*

**Mission:**

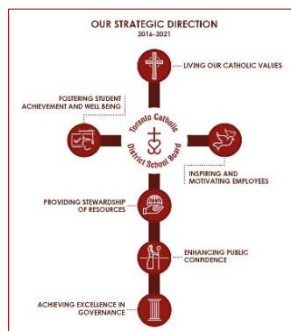
*The Toronto Catholic District School Board is an inclusive learning community uniting home, parish and school and rooted in the love of Christ.*

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Rory McGuckin  
Director of Education

D. Koenig  
Associate Director  
of Academic Affairs

L. Noronha  
Associate Director of Facilities,  
Business and Community  
Development, and  
Chief Financial Officer



## **A. EXECUTIVE SUMMARY**

This report provides recommendations to the committee on various issues with respect to the Board's operating by-law.

*The cumulative staff time required to prepare this report was 6 hours*

## **B. PURPOSE**

The purpose of this report is to propose revisions to the Board's Operating By-Law Number 175 (as amended at April 21, 2016).

## **C. BACKGROUND**

At the February 19, 2019 meeting of the By-Laws Review Ad-Hoc Committee meeting, the committee discussed various articles of the Board's operating by-law and instructed staff to review matters discussed at that meeting and report back to the committee at its meeting on April 10, 2019.

## **D. EVIDENCE/RESEARCH/ANALYSIS**

### **1. Committee Proposal**

The committee proposed to delete the word "supporters" from Articles 2.2.3 and 2.2.4. Article 2.2.3 and 2.2.4 currently read:

*"In addition to any other duties under the Act or this By-Law or otherwise, each Trustee shall:*

2.2.3 *consult with parents, students, and supporters of the TCDSB on the Multi-Year Plan;*

2.2.4 *bring concerns of parents, students, and supporters of the TCDSB to the attention of the Board of Trustees;*

## **Staff Response**

Staff recommends that there be no change to articles 2.2.3 and 2.2.4. All of article 2.2 is the exact language found in the *Education Act* (the “Act”) which prescribes the duties of board members.

## **2. Committee Proposal**

Article 5.17 currently provides:

*“A vacancy, however caused, on a Committee, or in the office of the Chair or Vice-Chair of any Committee, shall be filled by election by the Board of Trustees at the earliest practicable time but in any event not later than the second Meeting after the vacancy occurs.”*

The committee recommended that this article be amended to appoint additional members to committees.

## **Staff Response**

Staff recommends that there be no change to this article. The number of trustees on all committees is prescribed by the current by-law.

For example, Article 5.3 prescribes:

- i) that all trustees are members of the Corporate Services and Student Achievement Committees.
- ii) that the Governance and Policy Committee shall include five (5) trustees.

Article 5.6 prescribes that:

*“membership of Ad-Hoc committees shall be a fixed number of Trustees, being no more than one-third of the Board of Trustees”.*

Staff recommends that any proposed change to the number of trustees on a committee be specifically stated in the article that prescribes the number of trustees for that particular committee, rather than the proposed amendment to Article 5.17 which deals with vacancies on committees.

**3. Committee Proposal**

The committee proposed to edit the language of Article 5.6 to provide that “ex-officio’s” are not to be members of ad-hoc committees and that it be mandatory that there be an equal distribution of trustees on committees.

**Staff Response**

Staff makes no recommendation whether the Chair and Vice-Chair of the Board should be ex-officios members of ad-hoc committees. That is a policy choice to be made by the Board of Trustees after considering the recommendation of this committee. If this committee recommends to the Board that the Chair and Vice-Chair of the Board not have ex-officio status on ad-hoc committees, Articles 5.12 and 5.13 are the articles that would require amendment, not Article 5.6.

**4. Committee Proposal**

The committee asked staff to review article 10.8 to determine whether that article adequately protected the rights of the Special Education Advisory Committee (“SEAC”).

**Staff Response**

Article 10.8 has proven very effective in protecting the rights of SEAC. The section essentially provides that before the Board of Trustees can make any change to “policy, program or services... related to special education services or delivery”, the Board must consider any response from SEAC. For this reason, staff recommends that Article 10.8 not be changed.

**5. Committee Proposal**

Staff were asked to review time limits with respect to Articles 10.9.19 and 10.10.17 which deal with Inquiries and Miscellaneous at Board and Committee meetings respectively.

**Staff Response**

Currently there is no time limit governing the amount of a time a trustee is permitted to speak when making an inquiry or providing miscellaneous information. Article 12.5 limits speakers to three (3) minutes when debating motions of receipt and referral in response to inquiries and miscellaneous. The committee may wish to impose a time limit of two (2) or three (3) minutes applicable to the making of the inquiry or providing information. Article 10.9.19 dealing with inquiries and miscellaneous made at Board meetings should be amended to require that the matter be “urgent” to be consistent with that requirement for inquiries and miscellaneous made at committee meetings under 10.10.17.

## 6. Committee Proposal

The committee asked staff to amend Article 18.1 *Reimbursement for Costs and Expenses Related to Municipal Conflict of Interest Proceedings* to state more explicitly that a trustee who has been found not to have contravened Article 5 of the *Municipal Conflict of Interest Act* will be reimbursed.

### Staff Response

Staff is in agreement with the committee’s proposal.

## 7. Committee Proposal

The committee asked staff to review the by-laws which prohibit debate on a motion at the Board or Committee meeting at which the Notice of Motion is first introduced. The current by-law effectively means that there is a 30 day delay between the submission of a Notice of Motion and the meeting at which the motion is debated.

### Staff Response

The rationale for the “30 day rule” is to give trustees, stakeholders and staff adequate notice that the matter has been proposed so that by the time the matter is debated 30 days later, all trustees, stakeholders and staff will have had a 30 day period of time to prepare for the debate on the matter. The rule protects the Board from hastily considering a matter without an adequate opportunity for preparing to debate the matter. However, there may be matters of an urgent nature that a trustee requests be debated at the next meeting of all trustees, which most frequently occurs the week following the week in which

the Notice of Motion was introduced. It is important to note that there are currently two articles that permit a matter to be placed on the agenda of a board meeting other than by a trustee utilizing the Notice of Motion method as prescribed by Article 10.4.4.

Article 10 also provides:

*“No matter shall be placed on the draft Agenda or Order Paper of a Meeting of the Board of Trustees:*

*10.4.9 unless with the majority affirmative vote of all Trustees eligible to vote on the matter; or*

*10.4.10 unless it is a matter that, in the opinion of the Director, requires action by the Board of Trustees as a matter of urgency.*

Article 10.4.9 currently permits the Board of Trustees to put any matter on the agenda of a meeting without utilizing the Notice of Motion provisions prescribed by Article 10.4.4. Further, pursuant to Article 10.4.10 any trustee can request that the Director place an “urgent matter” on an agenda without utilizing the Notice of Motion mechanism. In staff’s view both of these provisions provide mechanisms for the Board to consider urgent matters without waiting “30 days”.

It is important to note that Article 5.18 already provides for the referral of any matter, from the Board of Trustees (including a notice of motion) to any committee, regardless of the terms of reference of any committee.

*5.18 Notwithstanding anything contained in the By-laws, the Board of Trustees, upon the majority vote of all Trustees eligible to vote on the matter, shall have the power to refer any matter to any Committee, regardless of the terms of reference of any Committee.*

If however, the By-Laws Review Committee want the by-laws to provide that a Notice of Motion submitted to a standing committee be debated without waiting “30 days” for matters of urgency, staff recommends that by-law 10.7 and 10.8 be amended to provide that for matters of urgency a Notice of Motion appearing on a standing committee agenda may be referred to any other standing committee or to the Board of Trustees subject to a majority of trustees at the Board or committee meeting to which the matter was referred, consenting to its referral.

**8. Committee Proposal**

The committee requested staff input with respect to delegations.

**Staff Response**

Article 10.4 makes no reference to delegations at Board meetings. Pursuant to the delegations policy T.14, there is discretionary authority by the Chair of the Board and Director of Education to permit delegations at regular board meetings. Article 10.4.6 should be amended to include a reference to delegations on the order paper of a regular meeting of the Board of Trustees.

**9. Committee Proposal**

The committee asked staff, can the category “matters received and referred to staff” be added to all agendas?

**Staff Response**

All matters referred to staff for a report are listed on the pending list which would seem to make adding a category “matters received and referred to staff” unnecessary.

**10. Committee Proposal**

The committee asked staff, can a trustee ask a question arising from the minutes of previous meetings?

**Staff Response**

A trustee may ask questions about minutes of a meeting which appear on the agenda of the current meeting for approval. Minutes previously approved by the Board not appearing on the agenda may be questioned by the trustee making an inquiry under the inquiry and miscellaneous provision of the by-law.



## 11. Suspension of the Board's operating By-Law

The issue of the Board's ability to "suspend" the operation of its by-laws was not an issue that was raised by this committee at its last meeting. However, this issue has arisen from time to time in the board room and for that reason, staff's recommendation is provided below.

### Staff Recommendation

The reason why it is not advisable for an organization to provide for the suspension of its operating by-laws is because to do so may impair the democratic rights of its members. The Toronto Catholic District School Board's operating by-laws do not permit their suspension. The by-laws of York Catholic District School Board and the Toronto District School Board do not permit the "suspension" of their by-laws. The procedural by-law of the Dufferin-Peel Catholic District School Board does not permit its "suspension" except with respect to the rules for emergency debate, which requires the approval of  $\frac{2}{3}$  of trustees present.

The Parliamentarian has advised that under Robert's Rules, the by-laws cannot be suspended no matter how large the vote in favour of doing so or how inconvenient the rule in question may be, with one exception.

The exception is with respect to rules of order. A rule of order – rules which set out how the meeting is run – may be suspended by a  $\frac{2}{3}$  vote of trustees present. It is in order to suspend the time limit rules to permit more discussion on a motion, but would not be in order to suspend a rule to limit debate. This is because by permitting more time for debate on a motion it alters a rule of order in a way which neither violates the law, nor abridges the democratic rights of any of the members.

Suspending the by-laws with respect to rules of order is a procedure staff thinks the Board would be well advised to avoid. The portion of Robert's Rules in question gives rise to confusion and requires a careful parsing of what is or is not a rule of order. It would be wiser to provide specific tools in the by-laws to address further extensions of time than to confuse matters with continued use of suspension of the rules.

**E. STAFF RECOMMENDATION**

Staff recommends that the committee consider the advice given in this report and provide the Director of Education with instructions on amending the Board's Operating By-Law Number 175 (as amended at April 21, 2016).