BY-LAWS
AD HOC MEETING
Public Session

AGENDA
February 24, 2022

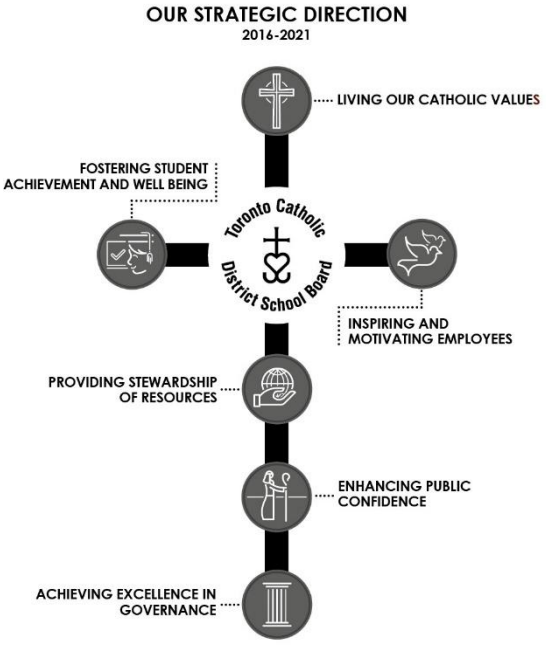
Norman Di Pasquale

Garry Tanuan

Maria Rizzo

Frank D'Amico
Ex-Officio

Angela Kennedy
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: Skeeter Hinds-Barnett, 416-222-8282 Ext. 2298
Assistant Recording Secretary: Sarah Pellegrini, 416-222-8282 Ext. 2207

Dr. Brendan Browne
Director of Education

Angela Kennedy
Chair of the Board

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

Thursday, February 24, 2022
6:30 P.M.

Pages

1. **Call to Order**
2. **Opening Prayer**
3. **Roll Call and Apologies**
4. **Approval of the Agenda**
5. **Election of Chair**
6. **Election of Vice-Chair**
7. **Notices of Motions**
8. **Declarations of Interest**
9. **Approval and Signing of Minutes of the Previous Meeting Held October 27, 2020** 1 - 34
10. **Presentations**
11. **Delegations**
12. **Consideration of Motions for which previous notice has been given**

13. Unfinished Business from Previous Meetings

14. Matters referred/deferred from Committees/Board

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

16. Reports Requiring Action of the Board of Trustees

16.a.	Proposed Changes to Toronto Catholic District School Board (TCDSB) Operating By-law Number 175	35 - 101

17. Listing of Communications

18. Inquiries and Miscellaneous

19. Updating of Pending Items List

20. Closing Prayer

21. Adjournment

MINUTES OF THE BY-LAWS REVIEW AD HOC VIRTUAL MEETING

PUBLIC SESSION

TUESDAY, OCTOBER 27, 2020

Trustees: M. Del Grande, Chair
N. Di Pasquale, Vice Chair
N. Crawford
A. Kennedy
T. Lubinski
G. Tanuan

Staff: B. Browne
P. Matthews

S. Harris, Recording Secretary

External Guests: A. Robertson, Parliamentarian
J. Abrams – Integrity Commissioner, Principles Integrity
J. Atwood-Petkovski, Integrity Commissioner, Principles Integrity

1. Call to Order

The meeting commenced with Paul Matthews, General Legal Counsel, in the Chair.

3. Roll Call and Apologies

Trustee Martino, Ex-Officio, was absent.

4. Approval of Agenda

MOVED by Trustee Tanuan, seconded by Trustee Kennedy, that the Agenda, as amended to include Election of Chair and Vice Chair

respectively of the 2019/2020 Bylaws Review Ad Hoc Committee, be approved.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

Election of Chair of the 2019/2020 Bylaws Review Ad Hoc Committee

MOVED by Trustee Tanuan, seconded by Trustee Di Pasquale, that the name of Trustee Del Grande be placed in nominations.

The motion was declared

CARRIED

Trustee Del Grande accepted the nomination.

There were no further nominations.

Trustee Del Grande was acclaimed Chair of the Bylaws Review Ad Hoc Committee 2019/2020.

Trustee Del Grande assumed the Chair.

Election of Vice-Chair of the 2019/2020 Bylaws Review Ad Hoc Committee

MOVED by Trustee Tanuan that the name of Trustee Crawford be placed in nominations.

Trustee Crawford declined the nomination.

MOVED by Trustee Crawford, seconded by Trustee Tanuan, that the name of Trustee Di Pasquale be placed in nominations.

The motion was declared

CARRIED

Trustee Di Pasquale accepted the nomination.

There were no further nominations.

MOVED by Trustee Tanuan, seconded by Trustee Kennedy, that nominations be closed.
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The motion was declared

CARRIED

Trustee Di Pasquale was acclaimed Vice-Chair of the Bylaws Review Ad Hoc Committee 2019/2020.

6. Declarations of Interest

There were none.

7. Approval and Signing of Minutes of the Previous Meeting

MOVED by Trustee Kennedy, seconded by Trustee Di Pasquale, that the Minutes of the previous meeting held October 7, 2019 be approved.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

12. Matters referred/deferred from Committees/Board

MOVED by Trustee Di Pasquale, seconded by Trustee Crawford, that Item 12a) be adopted as follows:

From the January 23, 2020 Regular Board Meeting

12a) Consideration of Motion from Trustee Di Pasquale regarding Land Acknowledgement:

WHEREAS: Recognition of the Traditional Territories of Indigenous Peoples is a part of an acknowledgement that we are working and living on land that is their ancestral territory;

WHEREAS: Territorial land acknowledgement is a formal statement of recognition and is an extension of the Truth and Reconciliation Commission's recommendations and Calls to Action;

WHEREAS: Acknowledging the traditional territory at the commencement of our Board meetings reflects an awareness of and respect for the specific Indigenous Peoples' Land, Nation and Treaty; and

WHEREAS: In Toronto Catholic District School Board (TCDSB) Policy SS. 02 Opening and Closing Exercises, Section 10, states that our schools must include a land acknowledgement as part of the daily opening exercises;

THEREFORE BE IT RESOLVED THAT: The TCDSB Board add to Standing Committees and Regular Board opening exercises a land acknowledgment, acting as a recognition of the Traditional Territory on which the meeting is occurring.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

14. Reports Requiring Action of the Board of Trustees

MOVED by Trustee Kennedy, seconded by Trustee Crawford, that Item 14a) be adopted as follows:

14a) Proposed Changes to TCDSB Operating By-Law Number 175 that each proposal be considered seriatim, with an explanation from General Legal Counsel Matthews.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

MOVED by Trustee Kennedy, seconded by Trustee Di Pasquale, that Proposal 1 be adopted as follows:

Proposal 1: Add new sections: Purpose of Bylaws that the By-laws Ad Hoc Committee recommend that:

a. These By-laws are enacted by the Board of Trustees with support of the Director of Education or designate;

b. The By-laws govern the actions of Trustees in Board and Committee meetings and promote democratic decision-making through debate; and

c. The By-laws will be in adherence with applicable legislation, including the Education Act, Municipal Act, and Municipal Conflict of Interest Act.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

MOVED by Trustee Kennedy, seconded by Trustee Di Pasquale, that Proposal 2 be adopted as follows:

Proposal 2: Temporary Suspending a Provision in the Bylaws that the By-laws Ad Hoc Committee recommend that Article 12.6, which limits time on debate on a matter to 30 minutes with two possible 15-minute extensions, be amended to permit a third and fourth extension, with the third requiring 2/3 of all Trustees eligible to vote and the fourth requiring 4/5 of all Trustees eligible to vote.

Trustee Del Grande relinquished the Chair to Trustee Di Pasquale.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Di Pasquale	Crawford
Kennedy	Del Grande
Tanuan	Lubinski

The Motion was declared

LOST ON A TIE

Trustee Del Grande reassumed the Chair.

MOVED by Trustee Tanuan, seconded by Trustee Lubinski, that Board may temporarily suspend one of the By-laws' provisions on a one-time basis, with a two-thirds (2/3) majority vote of the members present, unless prohibited by the Act or other legislation.

With the consent of the meeting, Trustee Tanuan withdrew his Motion.

MOVED by Trustee Di Pasquale, seconded by Trustee Crawford, that Proposal 3 be adopted as follows:

Proposal 3: Acknowledgement of Traditional Lands that the By-laws Ad Hoc Committee recommend that all Board and Committee meetings will include an acknowledgement of the Traditional Territories/Ancestral Lands of Aboriginal peoples recited by the Chair or Vice-Chair of Committees.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	

Kennedy
Lubinski
Tanuan

The Motion was declared

CARRIED

MOVED by Trustee Tanuan, seconded by Trustee Di Pasquale, that Proposal 4 be adopted as follows:

Proposal 4: When By-Laws and Legislation Are Silent – Robert's Rules of Order Applicable that the By-laws Ad Hoc Committee does not recommend Proposal 4 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

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MOVED by Trustee Tanuan, seconded by Trustee Di Pasquale, that Proposal 5 be adopted as follows:

Proposal 5: Review Cycle that the By-laws Ad Hoc Committee recommend Proposal 5 that the By-laws will be updated as required and reviewed at a minimum every four (4) years.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

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MOVED by Trustee Kennedy, seconded by Trustee Tanuan, that Proposal 6 be adopted as follows:

Proposal 6: Audio/video Recording of Meetings that By-laws Ad Hoc Committee recommend that Board, Standing Committee, Ad Hoc, Sub-Committee and Audit Committee meetings (private and public) shall be recorded.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

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Staff was directed to bring issues forward with SEAC and CPIC regarding the non-application of the TCDSB Operating By-law 175 to the Governance and Policy Committee.

MOVED by Trustee Di Pasquale, seconded by Trustee Tanuan, that Proposal 7 be adopted as follows:

Proposal 7: Dissolution of Committees that the By-laws Ad Hoc Committee does not recommend Proposal 7 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

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MOVED by Trustee Di Pasquale, seconded by Trustee Kennedy, that Proposal 8 be adopted as follows:

Proposal 8: Changes/Amendments to Bylaws that the By-laws Ad Hoc Committee does not recommend Proposal 8 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

Trustee Del Grande relinquished the Chair to Trustee Di Pasquale.

MOVED by Trustee Del Grande, seconded by Trustee Crawford, that Proposal 9 be adopted as follows:

Proposal 9: Minority Report that By-laws Ad Hoc Committee recommend that the minority reports be accepted for submission to the Recording Secretary to be included in the Minutes for approval.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	Di Pasquale
Del Grande	Kennedy
Lubinski	Tanuan

The Motion was declared

LOST ON A TIE

Trustee Del Grande reassumed the Chair.

MOVED by Trustee Tanuan, seconded by Trustee Kennedy, that the By-laws Ad Hoc Committee does not recommend Proposal 9 Minority Report changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

MOVED by Trustee Di Pasquale, seconded by Trustee Crawford, that Proposal 10 be adopted as follows:

Proposal 10: Recorded Votes that the By-laws Ad Hoc Committee does not recommend Proposal 10 changes and that no amendment to Article 13 is required.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

Trustee Di Pasquale reassumed the Chair as Trustee Del Grande had technical difficulties.

MOVED by Trustee Kennedy, seconded by Trustee Tanuan, that Proposal 11 be adopted as follows:

Proposal 11: Reports that the By-laws Ad Hoc Committee does not recommend Proposal 11 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

Trustee Del Grande reassumed the Chair.

MOVED by Trustee Kennedy, seconded by Trustee Di Pasquale, that Proposal 12 be adopted as follows:

Proposal 12: Identification at Meetings that the By-laws Ad Hoc Committee does not recommend Proposal 12 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

MOVED by Trustee Di Pasquale, seconded by Trustee Tanuan, that Proposal 13 be adopted as follows:

Proposal 13: Purpose of Organizational Meeting that the By-laws Ad Hoc Committee does not recommend Proposal 13 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

Trustee Del Grande relinquished the Chair to Trustee Tanuan.

MOVED by Trustee Del Grande, seconded by Trustee Di Pasquale, that Proposal 14 be adopted as follows:

Proposal 14: Student Trustees 2.5.1 that the By-laws Ad Hoc Committee recommend Proposal 14 changes, as follows, in principle and that Staff make appropriate language changes:

That Student Trustees:

(a) Attend Board and Committee meetings but may not exercise a binding vote on a matter;

(b) May request that a matter before the Board be put to a recorded vote;

(c) Must disclose any conflict of interest to the Board or Committee. During the discussion of the matter that gives rise to conflict, the Student Trustee cannot participate in the discussion, attempt to influence the vote of Board members, cannot suggest a motion or exercise a non-binding recorded vote;

(d) May not move or second motions but are entitled to suggest a motion to be moved by a member;

(e) May attend closed session except on issues of personnel. Student Trustees may attend in camera (private) sessions but must not disclose or release to any member of the public, any confidential information acquired by virtue of their office or during private session, in accordance with the Act and Ontario Regulation 7/07; and

(f) Student Trustees may not participate electronically in meetings that are closed to the public in accordance with the Act.

MOVED in AMENDMENT by Trustee Crawford, seconded by Trustee Di Pasquale, that Proposal 14b) be revised as follows:

That Student Trustees:

(b) May request that their votes be recorded in the Minutes.

Results of the Vote taken on the AMENDMENT, as follows:

In Favour	**Opposed**
Trustees Crawford	Lubinski
Del Grande	
Di Pasquale	

Kennedy
Tanuan

The AMENDMENT was declared

CARRIED

Results of the Vote taken on the Motion, as amended, as follows:

In Favour	**Opposed**
Trustees Crawford	Lubinski
Del Grande	
Di Pasquale	
Kennedy	
Tanuan	

The Motion, as amended, was declared

CARRIED

Trustee Del Grande reassumed the Chair.

Trustee Del Grande relinquished the Chair to Trustee Di Pasquale.

MOVED by Trustee Kennedy, seconded by Trustee Crawford, that Proposal 15 be adopted as follows:

Proposal 15: Add to Definitions that the By-laws Ad Hoc Committee recommend that the following proposed changes for the definitions for Code of Conduct, Conflict of Interest Registry and Integrity Commissioner be added to the By-law:

1. “Code of Conduct” means the Trustee Code of Conduct for the Toronto Catholic District School Board;

2. “Conflict of Interest Registry” means the registry of Trustees’ conflict of interest declarations, established in accordance with the Municipal Conflict of Interest Act; and

3.“Integrity Commissioner” means the Integrity Commissioner appointed by the Board of Trustees.

MOVED in AMENDMENT by Trustee Crawford that the difference between “Code of Conduct” and the Code of Conduct Policy S.S.09 be specified.

Trustee Crawford withdrew her Amendment.

MOVED in AMENDMENT by Trustee Del Grande, seconded by Trustee Crawford, that the definition of *Urgent,* as follows, be included in the Bylaw:

Urgent” means the a situation or threat of a situation that is time sensitive in nature which may adversely affecting health, safety or well being or resulting in financial damage or loss or other harm to the TCDSB and to the Board of Trustees of the TCDSB, an employee, or student, if the matter is not dealt with before the next scheduled meeting; and which by its serious nature requires an immediate response.

Results of the Vote taken, on the AMENDMENT as follows:

In Favour	**Opposed**
Trustees Crawford	Di Pasquale
Del Grande	Kennedy
Lubinski	Tanuan

The AMENDMENT was declared

LOST ON A TIE

Results of the Vote taken on the Main Motion, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Main Motion was declared

CARRIED

Trustee Del Grande reassumed the Chair.

MOVED by Trustee Kennedy, seconded by Trustee Tanuan, that Proposal 16 be adopted as follows:

Proposal 16: Change / add to existing Bylaws: Committee of the Whole Board that the By-laws Ad Hoc Committee does not recommend Proposal 16 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Kennedy	Crawford Del Grande Di Pasquale Tanuan

The Motion was declared

FAILED

Trustee Lubinski did not vote/respond due to technical difficulties.

There was unanimous consent to lay Proposal 16 on the table.

MOVED by Trustee Kennedy, seconded by Trustee Di Pasquale, that Proposal 17 be adopted as follows:

Proposal 17: New Article that the By-laws Ad Hoc Committee recommend the first part/paragraph of Proposal 17 as follows:

DUTIES Roles and Responsibilities of the Board of Trustees

The Board of Trustees is the collective governing body of the Toronto Catholic District School Board (TCDSB). Its decision-making authority rests with the entire Board of Trustees and not with individual Trustees.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford Del Grande	

Di Pasquale
Kennedy
Tanuan

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

MOVED by Trustee Kennedy, seconded by Trustee Tanuan, that Proposal 18 be adopted as follows:

Proposal 18: Change and Add: Director of Education that the By-laws Ad Hoc Committee does not recommend Proposal 18 changes.
.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

MOVED by Trustee Di Pasquale, seconded by Trustee Tanuan, that Proposal 19 be adopted as follows:

Proposal 19: Change: Elections Education that the By-laws Ad Hoc Committee recommend Proposal 19 that the Election of Board and Committee Chair and Vice-Chair Nominations for Chair and Vice-Chair of the Board and its Committees will be received from members, including through self-nomination.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

MOVED by Trustee Tanuan, seconded by Trustee Kennedy, that Proposal 20a) be adopted as follows:

Proposal 20a): Proposal: Change: Special Meetings of the Board of Trustees must be considered urgent that the By-laws Ad Hoc Committee does not recommend Proposal 20a) changes as Article 4.3 of the Board's By-law currently clearly describes the criteria for calling a Special Board meeting.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

MOVED by Trustee Di Pasquale, seconded by Trustee Tanuan, that Proposal 20b) be adopted as follows:

Proposal 20b): Proposal: Add: Special Meetings of the Board of Trustees must be considered urgent that the By-laws Ad Hoc Committee does not recommend Proposal 20b) changes as the rules with respect to Special Meetings of the Board at Article 4.3 have worked effectively for the Board.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

MOVED by Trustee Tanuan, seconded by Trustee Kennedy, that Proposal 21) be adopted as follows:

Proposal 21: Add Attendance at Meetings that the By-laws Ad Hoc Committee recommend Proposal 21 that a Trustee may be absent for 20 consecutive weeks or less, if the absence is a result of the Trustee's pregnancy, the birth of the Trustee's child or the adoption of a child.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

MOVED by Trustee Tanuan, seconded by Trustee Crawford, that Proposal 22) be adopted as follows:

Proposal 22: Add/Change Electronic Participation that the By-laws Ad Hoc Committee recommend that Proposal 22, as follows, be referred to the Governance and Policy Committee:

The Board will provide the means to participate electronically in Board and Committee meetings in accordance with the provisions of the Act and Ontario Regulation 463/97 – Electronic Meetings;

The Board will adopt a process to ensure the security and confidentiality of proceedings held during closed (private) meetings and review the procedures annually;

Members will make every effort to provide notice to Board Services if they intend to participate electronically by 5 p.m. on the day prior to the Board or Committee meeting;

No more than half of Board or Committee meetings in a twelve (12) month period can be chaired electronically in accordance with Ontario Regulation 463/97 – Electronic Meetings;

All members participating via teleconference who are not speaking must use the mute function on their device; and

Student Trustees may not participate electronically in meetings that are closed to the public in accordance with the Act.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

MOVED by Trustee Kennedy, seconded by Trustee Crawford, that Proposal 23) be adopted as follows:

Proposal 23: Membership on Ad-Hoc Committees that the By-laws Ad Hoc Committee does not recommend Proposal 23 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

MOVED by Trustee Kennedy, seconded by Trustee Tanuan, that the By-laws Ad Hoc Committee recommend that words *only of an urgent nature* be removed from Inquiries and Miscellaneous, Article10.10.17, 1st line, as follows:

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, or a motion of both receipt and referral to the appropriate Committee or to Staff.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Del Grande	Crawford
Di Pasquale	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustee Lubinski did not vote/respond due to technical difficulties.

By unanimous consent, Proposal 16 Change / add to existing Bylaws: Committee of the Whole Board was taken from the table.

MOVED by Trustee Crawford, seconded by Trustee Tanuan, that Proposal 16 be adopted as follows:

Proposal 16: Change / add to existing Bylaws: Committee of the Whole Board that the By-laws Ad Hoc Committee recommend that By-Law Article 1.2 be replaced with:

"A Committee of the Whole is defined as a temporary committee comprised of all Board Members with voting privileges and full participation privileges. It can be held in public or private session. It is called to deliberate on a specific topic and once discussed the committee is dissolved."

Trustee Crawford withdrew her Motion.

MOVED by Trustee Kennedy, seconded by Trustee Di Pasquale, that Proposal 16 be adopted as follows:

Proposal 16: Change / add to existing Bylaws: Committee of the Whole Board that the By-laws Ad Hoc Committee does not recommend Proposal 16 changes.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

MOVED by Trustee Crawford, seconded by Trustee Di Pasquale, that the By-laws Ad Hoc Committee recommend that the words *it is strongly recommended* be added to Article 5.6 Composition of Ad-Hoc Committees, as follows:

…To the extent possible the Board of Trustees shall ensure equitable distribution of Trustees on Committees and *it is strongly recommended* that each Trustee shall sit on a maximum of three *Ad-Hoc* Committees....

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	Del Grande
Di Pasquale	Kennedy
Lubinski	
Tanuan	

The Motion was declared

CARRIED

MOVED by Trustee Kennedy, seconded by Trustee Tanuan, that the By-laws Ad Hoc Committee recommend that Article 10.8.9 be adopted as follows:

10.8 Member of a Committee Placing Matter/Notice of Motion on Agenda of Meeting:

10.8.9 Any recommended changes to policy, program or services from Special Education Advisory Committee (SEAC) shall stand referred to staff for a report to the Board of Trustees.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Di Pasquale	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

MOVED by Trustee Tanuan, seconded by Trustee Kennedy, that the By-laws Ad Hoc Committee recommend that Article 10.8.10 be adopted as follows:

10.8 Member of a Committee Placing Matter/Notice of Motion on Agenda of Meeting:

Article 10.8.10 Any recommended changes to policy, program or services from Catholic Parent Involvement Committee (CPIC) shall stand referred to staff for a report to the Board of Trustees.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Kennedy	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

Trustee Di Pasquale did not vote/respond.

MOVED by Trustee Tanuan, seconded by Trustee Lubinski, that the By-laws Ad Hoc Committee recommend that Article 10.8.10 be adopted as follows:

10.8 Member of a Committee Placing Matter/Notice of Motion on Agenda of Meeting

Article 10.8.10 Any matter dealing with recommended changes to parent involvement/engagement policy of services shall, if adopted, stand referred to the Catholic Parent Involvement Committee (CPIC) where applicable, prior to submission to the Board of Trustees for consideration; and the staff report, along with any CPIC response, shall be submitted to the appropriate committee for review prior to submission to the Board of Trustees.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	Kennedy
Del Grande	
Lubinski	
Tanuan	

The Motion was declared

CARRIED

Trustee Di Pasquale did not vote/respond.

MOVED by Trustee Kennedy, seconded by Trustee Tanuan, that the By-laws Ad Hoc Committee recommend that Article 18.1 be adopted as follows:

18. Indemnification

18.1 Reimbursement for Costs and Expenses Relating to Municipal Conflict of Interest Proceedings that 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, incurred by a Trustee who has been found not to have contravened Article 5 of the Municipal Conflict of Interest Act.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustees Di Pasquale and Lubinski did not vote/respond.

19. Adjournment

MOVED by Trustee Tanuan, seconded by Trustee Crawford, that the meeting be adjourned.

Results of the Vote taken, as follows:

In Favour	**Opposed**
Trustees Crawford	
Del Grande	
Kennedy	
Tanuan	

The Motion was declared

CARRIED

Trustees Di Pasquale and Lubinski did not vote/respond.

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SECRETARY CHAIR

REPORT TO

AD HOC BY-LAW SUB COMMITTEE

PROPOSED CHANGES TO TCDSB OPERATING BY-LAW NUMBER 175

For it is not the hearers of the law who are righteous before God, but the doers of the law who will be justified
ROMANS 2:13

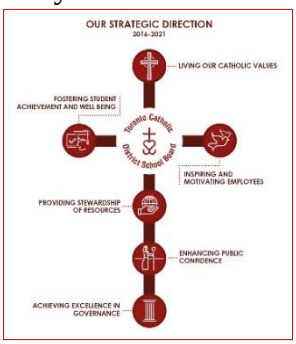
Drafted	Meeting Date
July 26, 2021	February 24, 2022

Paul Matthews, General Legal Counsel
Eric Roher, Borden Ladner Gervais LLP

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. We educate students to grow in grace and knowledge to lead lives of faith, hope and charity.



Brendan Browne
Director of Education

Adrian Della Mora
Associate Director of Academic Affairs & Chief Operating Officer

Derek Boyce
Associate Director of Facilities, Business & Community Development

Ryan Putnam
Chief Financial Officer & Treasurer

A. EXECUTIVE SUMMARY

This report recommends to the Ad Hoc By-Law Review Committee changes to the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016). These proposed changes have arisen from multiple committee meetings.

The cumulative staff time required to prepare this report was 16 hours

B. PURPOSE

The purpose of this report is to propose revisions to the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016) as advised on October 27, 2020 meeting.

C. BACKGROUND

1. The *Ad-hoc By-Laws Review Committee* met to discuss and review various articles of the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016) and instructed staff to review matters discussed at the meeting and report back to the committee.

   The committee met on the following dates:

   - February 19, 2019,
   - April 10, 2019 and;
   - May 13, 2019 and;
   - September 9, 2019 and;
   - October 7, 2019 and;
   - October 27, 2020

2. **January 9, 2020** – The final draft to update the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016) was approved at the *Student Achievement and Well-Being, Catholic Education and Human Resource Committee meeting.* There were several staff recommendations as well as Committee changes to the current Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016) presented at that meeting.

3. **October 27, 2020** –The Ad Hoc By-Law Review Committee reviewed those changes and had additional recommendations to update the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016). A copy of those changes are Attached at Appendix A. Additional Changes approved at that meeting are **greyed out**) At the meeting, the committee proposed a number of additional changes for the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016).

4. **March 2, 2021 –** The Governance and Policy Committee reviewed the Delegations Policy and proposed changes to the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016.

5. Due to the addition of some articles the new numbering has been indicated where possible.

D. EVIDENCE/RESEARCH/ANALYSIS

At the October 27, 2020 By-Law Ad-Hoc Committee Meeting there were proposed changes to the current Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016). Those changes are described below and **greyed out** in Appendix A "Proposed By-Law Update"

Staff will be providing verbal confirmation as to reasoning and proposed revisions

1. Proposal: ***Add new sections: Purpose of Bylaws (NEW ARTICLE 2)***

1. These By-laws are enacted by the Board of Trustees with support of the Director of Education or designate;
2. The By-laws govern the actions of Trustees in Board and Committee meetings and promote democratic decision-making through debate; and
3. The By-laws will be in adherence with applicable legislation, including the *Education Act*, *Municipal Act*, and *Municipal Conflict of Interest Act*.

2. **Proposal:** ***Temporary Suspending a Provision in the Bylaws***

The Board may temporarily suspend one of the By-laws' provisions on a one-time basis, with a two-thirds (2/3) majority vote of the members present, unless prohibited by the Act or other legislation.
A temporary suspension of a By-laws' provision will expire no later than at the end of the meeting. The following provisions cannot be suspended.

3. **Proposal:** ***Acknowledgement of Traditional Lands (NEW ARTICLE 5.1)***

All Board and Committee meetings will include an acknowledgement of the Traditional Territories/Ancestral Lands of Aboriginal peoples recited by the Chair or Vice-Chair of Committees.

4. **Proposal:** ***When By-Laws and Legislation Are Silent – Robert's Rules of Order Applicable***

Every effort will be made to ensure these By-Laws are up-to- date with the most current legislative requirements. In circumstances where the By-Laws are found to be inconsistent with or contradict any Legislative Act or Regulation, the Statute will prevail.

The current edition of Robert's Rules of Order may be followed if both the relevant Legislative Acts and By-Laws are silent.

5. **Proposal:** ***Review Cycle (NEW ARTICLE 17.2)***
The By-laws will be updated as required and reviewed at a minimum every four (4) years.

6. Proposal: ***Audio/Video Recording of Meetings***
Every Committee/Board meeting (private and public) shall be recorded.

7. Proposal: ***Dissolution of Committees***
The Board may dissolve any Committee at the organizational meeting or by resolution at any time as required, subject to adhering to applicable legislation.

8. Proposal: ***Changes/Amendments to Bylaws***
Advance notice is to be given at a previous Committee/Board meeting for consideration to amend the Bylaws at a subsequent meeting. Two-thirds majority vote of all Board members is required to make changes to the Bylaws.

9. Proposal: ***Minority Report***
A record of a member's view or opposition related to a certain recommendation at the Committee of the Whole, Standing Committee, Statutory Committee, Special Committee or a Subcommittee, which is included in the subsequent Committee report to the Board, may be added to the Order Paper.

A Minority Report is the way to present an alternate recommendation or record of a member's view at Committee/Board for information and review;

10. Proposal: ***Recorded Votes***
All votes of Committee and Board shall be recorded.

11. Proposal: ***Reports***
Trustees must receive reports 24 hours prior to being considered by Committee or Board.

12. Proposal: ***Identification at Meetings***
Trustees and staff will be identified by name plates, ward numbers and positions that are visible to the public.
Any new senior staff will be introduced by the Director of Education following roll call. All staff making presentations to the Board will be introduced by the Director of Education prior to the presentation.

13. Proposal: ***Purpose of Organizational Meetings***
(a) The purpose of the organizational meeting is to:
(b) Elect the Chair and Vice-Chair of the Board;
(c)Establish and review terms of reference and committee structure of the Board, Statutory Committees and Advisory Committees;
(d)Appoint members to Committees of the Board;
(e)Elect the Chair and Vice-Chair of Committees of the Board; and
(f)Appoint members to represent the Board on external organizations.

14. Proposal: *Student Trustees 2.5.1* (NEW ARTICLE 3.3)

Student Trustees are not municipally elected members of the Board but are elected by their peers. They are an important role in representing the interests of students through their participation in meetings of CSLIT, the Board and its Committees. As outlined in the *Education Act* (The Act) and its regulations including *Ontario Regulation 7/07*, Student Trustees:

(a) Attend Board and Committee meetings but may not exercise a binding vote on a matter;

(b) May request that a matter before the Board be put to a recorded vote;

(c) Must disclose any conflict of interest to the Board or Committee. During the discussion of the matter that gives rise to conflict, the Student Trustee cannot participate in the discussion, attempt to influence the vote of Board members, cannot suggest a motion or exercise a non-binding recorded vote;

(d) May not move or second motions but are entitled to suggest a motion to be moved by a member;

(e) May attend closed session except on issues of personnel. Student Trustees may attend in camera (private) sessions but must not disclose or release to any member of the public, any confidential information acquired by virtue of their office or during private session, in accordance with the Act and *Ontario Regulation 7/07*.

(f) Student Trustees may not participate electronically in meetings that are closed to the public in accordance with the Act.

15. Proposal: *Add to Definitions*

"Code of Conduct" means the Trustee Code of Conduct for the Toronto Catholic District School Board.

"Conflict of Interest Registry" means the registry of Trustees' conflict of interest declarations, established in accordance with the Municipal Conflict of Interest Act.

"Integrity Commissioner" means the Integrity Commissioner appointed by the Board of Trustees.

"Urgent" means the a situation or threat of a situation that is time sensitive in nature which may adversely affecting health, safety or well being or resulting in financial damage or loss or other harm to the TCDSB

and to the Board of Trustees of the TCDSB, an employee, or student, if the matter is not dealt with before the next scheduled meeting; and which by its serious nature requires an immediate response.

16. Proposal: ***Change/Add to existing Bylaws: Committee of the Whole Board***

1.2 Committee of the Whole Board For the purposes of this By-Law references in the Act to a Committee of the whole Board shall be deemed to be references to the Board of Trustees. A Committee with a membership composition that includes all Board members with full participation and voting privileges. A Committee of the Whole meeting may be held in open (public) or closed (private) session.

17. Proposal: ***New Article***

DUTIES Roles and Responsibilities of the Board of Trustees
The Board of Trustees is the collective governing body of the Toronto Catholic District School Board (TCDSB). Its decision-making authority rests with the entire Board of Trustees and not with individual Trustees. As outlined in section 169(1) of the Act, the Board of Trustees is expected to govern in a manner that is responsive to the needs of all students in the

Toronto Catholic District School Board. Individual Trustees must balance their role as representatives of the ward constituents who elected them with their responsibilities as members of the Board of Trustees as a whole.

Only above changes all clauses remain the same.

18. Proposal: ***Change and Add: Director of Education***

The Director of Education is the supervisory officer appointed by the Board of Trustees, responsible for the day-to-day management and administration of all schools and departments, and the implementation of policies and directions approved by the Board.
The Director, as stated in sections 169.1, 198 and 283 of the Act, serves as the Chief Education Officer, Chief Executive Officer and Secretary to the Board.
The Director or designate will:
(a) Preside over the Organizational Meeting until the Chair of the Board is elected;
(b) Determine the times and location for the meetings of the Board

and Committees;
(c) Keep a full and correct record of the proceedings of every meeting of the Board and Committees;
(d) Provide copies of any reports requested by the Ministry of Education;
(e) Provide information to the Integrity Commissioner as deemed necessary in order to conduct an inquiry of a complaint made in accordance with the Trustee Code of Conduct;
(f) Provide the Integrity Commissioner with unrestricted access to all books, accounts, financial records and communications, files, papers, things or property belonging to or used by the TCDSB that the Integrity Commissioner believes to be necessary for an inquiry of a complaint made in accordance with the Trustee Code of Conduct.

Tie votes on a final ballot will result in another vote to be conducted before drawing lots, as outlined in the Act.

19. Proposal: *Change: Elections*

Currently the Board's By-Law provides as follows:
3.12.7 In the case of an equality of votes between two, or among three or more, candidates for any office or position, during three two consecutive ballots, the candidates shall draw lots to fill the office or position
3.12.3 If there are two or more nominations for any position, the vote shall be conducted by secret public ballot, provided that, with the agreement of a majority of Trustees, and the name of the candidate are recorded and announced;
Recommended Change from *Student Achievement and Well-Being, Catholic Education and Human Resource Committee* is as follows:
Election of Board and Committee Chair and Vice-Chair Nominations for Chair and Vice-Chair of the Board and its Committees will be received from members, including through self-nomination.

20. Proposal: ***Change: Special Meetings of the Board of Trustees must be considered urgent.***

a) Trustees must be provided with the urgency or emergency of holding a special meeting. Special meetings adhering to the criteria (as described above) may be called by:
4.3.1 at the call of the Director;
4.3.2 at the call of the Chair of the Board of Trustees;
4.3.3 at the written request to the Director from five Trustees on a date fixed by the Director that is within seven days of receipt of the request; and where the item with an explanation is included in the request; and
4.3.4 where the Chair of the Board of Trustees and the Director are in agreement such meeting may be held with twenty-four (24) hours' prior notice delivered to each Trustee.

b) Proposal: ***Add: Special Meetings of the Board of Trustees must be considered urgent***

The agenda for a special meeting will include all matters that are to be considered at the meeting, including a brief statement of the items to be considered, and will indicate whether any part of the meeting should be held in public or in private session.
A matter that is not included on the Special Board or Committee meeting agenda cannot be considered, unless it qualifies as emergency business and two-thirds majority of the members present at the meeting wish to consider the matter.

21. Proposal: ***Add Attendance at Meetings*** **(NEW ARTICLE 5.3.2)**

A Trustee may be absent for 20 consecutive weeks or less, if the absence is a result of the Trustee's pregnancy, the birth of the Trustee's child or the adoption of a child.

22. Proposal: ***Add/Change Electronic Participation*** **(NEW ARTICLE 6.10.1 & 6.10.2)**

The Board will provide the means to participate electronically in Board and Committee meetings in accordance with the provisions of the Act and *Ontario Regulation* 463/97 – Electronic Meetings.
The Board will adopt a process to ensure the security and confidentiality of proceedings held during closed (private) meetings and review the procedures annually.

Members will make every effort to provide notice to Board Services if they intend to participate electronically by 5 p.m. on the day prior to the Board or Committee meeting.

No more than half of Board or Committee meetings in a twelve (12) month period can be chaired electronically in accordance with *Ontario Regulation 463/97* – Electronic Meetings.

All members participating via teleconference who are not speaking must use the mute function on their device.

Student Trustees may not participate electronically in meetings that are closed to the public in accordance with the Act.

Recommended Additions from *Student Achievement and Well-Being, Catholic Education and Human Resource Committee* is as follows:
5.6.2 Neither the Chair nor the Vice-Chair of the Board have ex-officio status on an Ad-Hoc committee. Trustee membership on all Ad-Hoc committees will be listed on the Board's website.
5.10.2 Neither the Chair nor the Vice-Chair of the Board have ex-officio status on a sub-committee. Trustee membership on all sub-committees will be listed on the Board's website.

23. Proposal: *Membership on Ad-Hoc Committees*

Currently the Board's By-Law provides as follows:
5.6 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 it is strongly recommended that each Trustee shall sit on a maximum of three Ad-Hoc Committees. Committee membership shall include TCDSB staff as determined by the Director and other appropriate individuals as determined by the Board of Trustees from time to time. Trustees will be appointed by the Board when the Ad-Hoc Committee is established or may be appointed at a later time.

24. Proposal: ***5.6 Composition of Ad-Hoc Committees*** **(NEW ARTICLE 6.6)**

that it is strongly recommended, line 3, be added as follows:

…To the extent possible the Board of Trustees shall ensure equitable distribution of Trustees on Committees and it is strongly recommended that ...

25. Proposal: ***10.10.17 Inquiries and Miscellaneous (NEW ARTICLE 11.10.17)***

that *of an urgent nature* be removed, 1st line:

…only ~~of an urgent nature~~, which may be the subject only of a motion for receipt…

26. Proposal: ***10.8 Member of a Committee Placing Matter/Notice of Motion on Agenda of Meeting (NB NEW 11.8.9)***

10.8.9 Any recommended changes to policy, program or services from SEAC shall stand referred to staff for a report to the Board of Trustees.

27. Proposal: 10.8.10 ***Items on Order Paper of Committee Meetings (NB NEW 11.8.10)***

Any recommended changes to policy, program or services from CPIC shall stand referred to staff for a report to the Board of Trustees; and

Any matter dealing with recommended changes to parent involvement/ engagement policy of services shall, if adopted, stand referred to the Catholic Parent Involvement Committee (CPIC) where applicable, prior to submission to the Board of Trustees for consideration; and the staff report, along with any CPIC response, shall be submitted to the appropriate committee for review prior to submission to the Board of Trustees.

28. Proposal: ***Indemnification (NEW ARTICLE 19)***

18.1 Reimbursement for Costs and Expenses Relating to Municipal Conflict of Interest Proceedings that 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, incurred by a Trustee who has been found not to have contravened Article 5 of the Municipal Conflict of Interest Act.

29. Proposal from the March 2, 2021 Governance and Policy Committee Meeting

ADD: The Director of Education, in consultation with the Committee's Chair, retains discretion to reasonably determine whether or not a delegate will be received.

If a delegate is denied opportunity to speak the Director/Chair must provide a valid reason for denying the delegation based on TCDSB policies and inform the delegate.

ADD:
A request for delegation can be submitted via email, by phone, by fax, through regular mail or in person to the Recording Secretary.

COMMENT: Contact numbers may change.
Perhaps just website? Should provide address, fax, email, phone etc.

E. STAFF RECOMMENDATION

Staff recommends that the By-Law Committee recommend to the Board of Trustee the proposed changes as described in this report.

In addition to changes made staff recommends a full legal review be done to the By-Laws.

TORONTO CATHOLIC DISTRICT SCHOOL BOARD

THE BOARD'S OPERATING BY-LAW NUMBER 175 (as amended at April 21, 2016)

ARTICLE 1. INTERPRETATION **5**
1.1 MEANING OF TERMS 5
1.2 COMMITTEE OF THE WHOLE BOARD 7
1.3 INADVERTENT OMISSION 7
ARTICLE 2. PURPOSE OF THE BY-LAWS **7**
2.1 BY LAWS EMACTED BY 7
2.2 BY LAWS GOVERNED BY 7
2.3 APPLICABLE LEGISLATION 7
ARTICLE 3. DUTIES OF THE BOARD OF TRUSTEES AND OFFICERS **8**
3.1 THE BOARD OF TRUSTEES 8
3.2 TRUSTEES 9
3.3 STUDENT TRUSTEES 9
3.4 DUTIES OF THE DIRECTOR 10
3.5 DUTIES OF OTHER SENIOR STAFF AND OTHER TCDSB EMPLOYEES 11
3.6 OFFICERS NAMED 12
3.7 DUTIES OF THE CHAIR OF THE BOARD OF TRUSTEES 12
3.8 DUTIES OF THE VICE-CHAIR OF THE BOARD OF TRUSTEES 13
3.9 DUTIES OF THE SECRETARY 13
3.10 DUTIES OF THE TREASURER 14
3.11 CODE OF CONDUCT 14
ARTICLE 4. INAUGURAL MEETING **17**
4.1 DATE OF INAUGURAL MEETING 17
4.2 ORIENTATION 17
4.3 SERVICE OF DEDICATION OF THE ROMAN CATHOLIC TRUSTEE 17
4.4 PROCEDURE AT INAUGURAL MEETING 17
4.5 PRESIDING OFFICER AT INAUGURAL MEETING 18
4.6 PRELIMINARY PROCEEDINGS 18
4.7 ELECTION OF CHAIR OF THE BOARD OF TRUSTEES 18
4.8 ELECTION OF OTHER OFFICIALS 19
4.9 ELECTION OF CHAIR AND VICE-CHAIR OF COMMITTEES 19
4.10 OTHER APPOINTMENTS 19
4.11 FURTHER BUSINESS 19
4.12 ELECTIONS 19
ARTICLE 5. MEETINGS **20**
5.1 TRADITIONAL LAND ACKNOWLEDGMENT 21
5.2 STANDING COMMITTEES 20
5.3 REGULAR MEETINGS OF THE BOARD OF TRUSTEES 21
5.4 SPECIAL MEETINGS OF THE BOARD OF TRUSTEES 22
5.5 MEETINGS OF COMMITTEES 22
5.6 NOTICE OF OTHER THAN REQUIRED REGULAR MONTHLY MEETINGS 22
5.7 CANCELLATION OF MEETINGS 23
5.8 AUTOMATIC CANCELLATION BY INAUGURAL MEETING 23
5.9 QUORUM FOR MEETINGS OF ALL TRUSTEES 23
5.10 HOW QUORUM IS TO BE COUNTED 24
5.11 QUORUM FOR MEETINGS OF COMMITTEES 24
5.12 CALL TO ORDER 24
5.13 LACK OF QUORUM 24
5.14 QUORUM LOST 24
5.15 MEETINGS OPEN TO THE PUBLIC (PUBLIC SESSION) 25
5.16 CONDUCT AT MEETINGS 25
5.17 MEETINGS CLOSED TO THE PUBLIC (PRIVATE SESSION) 25
5.18 RECESS OF MEETING BY THE CHAIR 25

5.19 Maximum Length of Meeting 26
5.20 Extension of Length 26
5.21 Agenda Review 26
5.22 Minutes of Meetings To Be Kept 26
5.23 Monthly Special Meetings of the Board 27
ARTICLE 6. COMMITTEES 28
6.1 Statutory Committees 28
6.2 Standing Committees 28
6.3 Composition of Standing Committees 28
6.4 Terms of Reference of Committees 29
6.5 Establishment of *Ad-Hoc* Committees 29
6.6 Composition of *Ad-Hoc* Committees 29
6.7 Functions of *Ad-Hoc* Committees 29
6.8 Dissolution of *Ad-Hoc* Committees 29
6.9 Establishment of Sub-Committees 30
6.10 Composition of Sub-Committees 30
6.11 Dissolution of Sub-Committees 30
6.12 Right of the Chair of the Board of Trustees 31
6.13 Right of the Vice-Chair of the Board of Trustees 31
6.14 Chairs of Committees 31
6.15 Voting at Meetings of Committees 31
6.16 Resignation from Committees 32
6.17 Vacancies on Committees 32
6.18 Referral Power of the Board of Trustees 32
6.19 Committee Procedures 32
ARTICLE 7. COMMITTEE REPORTS TO THE BOARD 33
7.1 Every Committee (excluding the Standing Committees) shall report to the Board of Trustees after each of its Meetings, by way of written reports containing recommendations for action 33
7.2 Information to be Included 33
7.3 Committee Reports and Minutes 34
ARTICLE 8. FINANCE 34
8.1 Expenditures Limited to Approved Budget 34
8.2 Source of Funding to be Specified 34
8.3 When Debt Incurred 35
8.4 Maximum Debt Charges 35
8.5 Emergency Expenditures 35
8.6 Bonding 36
ARTICLE 9. RULES OF ORDER 36
9.1 Rules at Meetings of the Board of Trustees 36
9.2 Rules at Meetings of Committees 36
9.3 Robert's Rules of Order 36
ARTICLE 10. PRESIDING OFFICER AT BOARD AND COMMITTEE MEETINGS 36
10.1 Presiding Officer at Inaugural Meeting 36
10.2 Chair to Preside 37
10.3 When Vice-Chair to Preside 37
10.4 When Other Trustee to Preside 37
10.5 Chair Permitted to Speak 37
10.6 Chair Pro Tem 37
ARTICLE 11. AGENDA AND ORDER PAPER 38
11.1 Delivery of Draft Meeting Agenda to Trustees 38
11.2 Delivery of Draft Meeting Agenda to non-Trustees 38
11.3 Posting of Agendas 38

11.4 Items on Agenda or Order Paper of a Meeting of a Board of Trustees....38
11.5 Placement Where Considered by Two or More Committees....39
11.6 Items on Agenda or Order Paper of a Committee....39
11.7 Notice of Motion for a Board of Trustees Meeting....40
11.8 member of a committee placing matter/notice of motion on agenda of a meeting....40
11.9 Order Paper for Regular Meetings of the Board of Trustees....42
11.10 Items on Order Paper of Committee Meetings of Board of Trustees....43
11.11 reconsideration by the board of trustees....43

ARTICLE 12. MOTIONS....44

12.1 All Motions at Meetings must be moved, seconded, and stated by the Chair prior to any debate....44
12.2 Debatable Motions to be in Writing....44
12.3 Subsidiary Motions re: Notice of Motion....44
12.4 Motion of Receipt Not Approval....45
12.5 Motions to Call the Question....45
12.6 Motions to Refer....45

ARTICLE 13. PROTOCOL FOR DEBATE....45

13.1 Address of the Chair....45
13.2 Member to Await Recognition....45
13.3 Conduct of Member in Debate....45
13.4 Order of Discussion....46
13.5 Time Limit on Speakers....46
13.6 Time Limit on Debate....46
13.7 Procedure When Time Limit Expires....46
13.8 Interruption of Speaker by Another Member....47
13.9 Point of Information....47
13.10 Motion May Be Read....47
13.11 Rulings of the Chair....47
13.12 Challenges to Rulings of the Chair....48

ARTICLE 14. VOTING....48

14.1 Voting....48
14.2 Voting....48
14.3 Member Must be Present....48
14.4 Majority Vote Required....49
14.5 Minimum Number....49
14.6 Methods of Voting....49
14.7 Declaration of Result....50
14.8 Division of the Question....50

ARTICLE 15. EXECUTION OF DOCUMENTS....50

15.1 Corporate Seal....50
15.2 Affixing the Corporate Seal....50
15.3 Corporate Seal Register....50
15.4 Signing Authorities....50
15.5 Minutes....50
15.6 By-laws....51
15.7 Certification of Documents....51

ARTICLE 16. BANKING....51

16.1 Bank Signing Officers....51
16.2 Endorsement for Deposit....51

16.3 SIGNATURES BY REPRODUCTION 52
ARTICLE 17. AMENDMENTS TO BY-LAWS 52
17.1 AMENDMENT AFTER NOTICE 52
17.1 REVIEW CYCLE 52
ARTICLE 18. REPEAL OF PRIOR BY-LAWS 52
18.1 REPEAL OF PRIOR BY-LAWS 52
18.2 EXCEPTION 53
18.3 PROVISO 53
ARTICLE 19. INDEMNIFICATION 53
19.1 REIMBURSEMENT FOR COSTS AND EXPENSES RELATING TO MUNICIPAL CONFLICT OF INTEREST PROCEEDINGS 53

ARTICLE 1. INTERPRETATION

1.1 Meaning of Terms

For this By-law and all other By-laws of the Board unless the context otherwise requires:

1.1.1 the singular includes the plural and vice versa;

1.1.2 words importing gender shall include all genders;

1.1.3 a reference to a statue, refers to that statute, and any regulations or rules issued thereunder, as amended, supplemented or replaced from time to time;

1.1.4 "Board of Trustees" means the Board of Trustees of the Toronto Catholic District School Board;

1.1.5 "Committee" includes any committee or subcommittee of the Board of Trustees established under this By-law;

1.1.6 "Deputy Minister" means the Ontario Deputy Minister of Education;

1.1.7 "Director" means the Director of Education;

1.1.8 "*Education Act*" and "*Act*" means the *Education Act*, R.S.O. 1990, c.E.2, and includes, where the context requires, the Regulations enacted thereunder;

1.1.9 “Inaugural Meeting” means the regular meeting at which the Chair of the Board of Trustees and the Vice-Chair of the Board of Trustees are elected and members of Committees are appointed in each year;

1.1.10 "Meeting" includes a meeting of the Board of Trustees and a meeting of a Committee;

1.1.11 “Member” when used in Article 10.8, Article 12, and Article 13, means a person who is a member of the Board of Trustees or a committee, as the case requires, who is entitles to vote at the relevant Meeting;

1.1.12 “Minister” means the Ontario Minister of Education;

1.1.13 “Multi-Year Plan” means the plan developed by the Board of Trustees in accordance with Article 2.1.6;

1.1.14 “*Municipal Elections Act*” means the *Municipal Elections Act*, 1996, S.O. 1996, c.32 and includes, where the context requires, the Regulations enacted thereunder;

1.1.15 “Presiding Officer means the person determined to be the presiding officer in accordance with Article 3.5;

1.1.16 "Private Session" means a meeting from which the public has been excluded in accordance with Article 4.16;

1.1.17 "Public Session" means a meeting which is open to the public in accordance with Article 4.14;

1.1.18 “Roll Call” means taking attendance by the Chair of the meeting by way of calling out the names of the Trustees;

1.1.19 "Senior Staff" means an employee of the Board of Trustees at or above the level of Superintendent;

1.1.20 "Statutory Committee" means any committee that, by law, the TCDSB is required to establish;

1.1.21 “Student Trustee” means a Roman Catholic secondary school student, elected by a student body, to represent the interest of students in the last two years of the intermediate division and students in the senior division of the Toronto Catholic District School Board;

1.1.22 “TCDSB” means the Toronto Catholic District School Board;

1.1.23 "Trustee" means a person elected, acclaimed, or appointed to the office of trustee of the Board of Trustees according to the provisions of the *Education Act* or the *Municipal Elections Act*;

1.1.24 "Urgent Matter" means any matter of a time-sensitive nature which may result in financial loss or other harm to the TCDSB and to the Board of Trustees of the TCDSB, an employee, or student, if the matter is not dealt with before the next scheduled meeting;

1.1.25 "Year" means, unless qualified by the word "calendar", the period commencing on the first day of December, and ending on the last day of the next November.

1.1.26 "Code of Conduct" means, the Trustee Code of Conduct for the Toronto Catholic District School Board;

1.1.27 "Conflict of Interest Registry" means, the registry of Trustees' conflict of interest declarations, established in accordance with the *Municipal Conflict of Interest Act*; and

1.1.28 "Integrity Commissioner" means, the Integrity Commissioner appointed by the Board of Trustees;

1.2 Committee of the Whole Board

For the purposes of this By-Law references in the *Act* to a committee of the whole board shall be deemed to be references to the Board of Trustees.

1.3 Inadvertent Omission

If and whenever there is an inadvertent error or omission to give or deliver any notice, report or agenda, such inadvertent error or omission shall not affect the validity of any action or thing thereafter undertaken by the Board of Trustees or its Committees.

ARTICLE 2. PURPOSE OF THE BY-LAWS

2.1 These By-laws are enacted by the Board of Trustees with support of the Director of Education or designate;
2.2 The By-laws govern the actions of Trustees in Board and Committee meetings and promote democratic decision-making through debate; and
2.3 The By-laws will be in adherence with applicable legislation, including

the *Education Act, Municipal Act,* and *Municipal Conflict of Interest Act*.

ARTICLE 3. DUTIES OF THE BOARD OF TRUSTEES AND OFFICERS

3.1 The Board of Trustees

In addition to any other duties under the *Act* or this By-law or otherwise, the Board of Trustees shall:

3.1.1 promote student achievement and well-being;

3.1.2 effectively use and ensure effective stewardship of the resources entrusted to it for the purposes of delivering effective and appropriate education;

3.1.3 ensure the delivery of effective and appropriate education programs to TCDSB's students;

3.1.4 develop and maintain policies and organizational structures that,

3.1.4.1 promote the goals referred to in Articles 2.1.1 to 2.1.3, and

3.1.4.2 encourage students to pursue their educational goals;

3.1.5 monitor and evaluate the effectiveness of policies developed by the Board of Trustees under Article 2.1.4 in achieving the Board of Trustees' goals and the efficiency of the implementation of those policies;

3.1.6 develop a multi-year plan (the "Multi-Year Plan") for three or more school years aimed at achieving the goals referred to in Articles 2.1.1 to 2.1.3;

3.1.7 ensure that the Multi-Year Plan includes measures respecting the allocation of resources to improve student outcomes that fall below outcomes specified in regulations under the *Education Act*;

3.1.8 annually review the Multi-Year Plan with the Director;

3.1.9 have responsibility for hiring of the Director and shall ensure that the employment contract with the Director includes a conflict resolution

mechanism for dealing with any potential conflict between the Director and the Board of Trustees;

3.1.10 monitor and evaluate the performance of the Director, or the supervisory officer acting as the Director, in meeting,

3.1.10.1 his or her duties under the *Act* or any policy, guideline, or regulation made under this *Act*, including duties under the Multi-Year Plan referred to in Article 2.1.6, and

3.1.10.2 any other duties assigned by the Board of Trustees;

3.1.11 respond to any request by the Director regarding the criteria and process for the appointment of any associate or deputy Directors or supervisory officers; and

3.1.12 manage the resources entrusted to it in a manner that upholds public confidence.

3.2 Trustees

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

3.2.1 carry out his or her responsibilities in a manner that assists the Board of Trustees in fulfilling its duties under the *Act*, the regulations, and the guidelines issued under the *Act*;

3.2.2 attend and participate in meetings of the Board of Trustees, including meetings of Committees of which he or she is a member;

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

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

3.2.5 uphold the implementation of any resolution of the Board of Trustees after it is passed by the Board of Trustees;

3.2.6 entrust the day to day management of the TCDSB to its staff through the Director;

3.2.7 maintain focus on student achievement and well-being; and

3.2.8 comply with the Board of Trustees' code of conduct.

3.3 Student Trustees

3.3.1 Student Trustees are not municipally elected members of the Board but are elected by their peers. They are an important role in representing the interests of students through their participation in meetings of CSLIT, the Board and its Committees. As outlined in the Education Act and its regulations including Ontario Regulation 7/07, Student Trustees:

(a) attend Board and Committee meetings but may not exercise a binding vote on a matter;
(b) Student Trustee is entitled to require that a matter before the Board or one of its Committees on which the Student Trustee sits by put to a recorded vote, and in that case there shall be;
i. a recorded non-binding vote that includes the Student Trustee's vote; and
ii. a recorded binding vote that does not include the Student trustee's vote;
(c) must disclose any conflict of interest to the Board or Committee. During the discussion of the matter that gives rise to conflict, the Student Trustee cannot participate in the discussion, attempt to influence the vote of Board members, cannot suggest a motion or exercise a non-binding recorded vote;
(d)may not move or second motions but are entitled to suggest a motion to be moved by a member;
(e) may attend closed session except on issues of personnel. Student Trustees may attend in camera (private) sessions but must not disclose or release to any member of the public, any confidential information acquired by virtue of their office or during private session, in accordance with the *Act* and *Ontario Regulation 7/07*;
(f)Student Trustees may not participate electronically in meetings that are closed to the public in accordance with the *Education Act*.

3.4 Duties of the Director

In addition to any other duties under the *Act* or the By-laws or otherwise, the Director shall;

3.4.1 annually review with the Board of Trustees the Multi-Year Plan;

3.4.2 ensure that the Multi-Year Plan establishes the TCDSB's priorities and identifies specific measures and resources that will be applied in achieving those priorities and in carrying out its duties under the *Act*, in particular, its responsibility for student achievement;

3.4.3 implement and monitor the implementation of the Multi-Year Plan;

3.4.4 report quarterly to the Board of Trustees on the implementation of the MultiYear Plan;

3.4.5 act as Secretary;

3.4.6 oversee the day to day management of the TCDSB;

3.4.7 have sole responsibility, either directly or indirectly through a designate or designates, for all hiring, monitoring, evaluation, and termination, other than the hiring, monitoring, evaluation, and termination of the Director including the responsibility to determine what positions are required;

3.4.8 establish a process for the hiring of any associate or deputy Director, which process shall include participation of the Chair of the Board of Trustees and up to two other Trustees chosen by the Board of Trustees;

3.4.9 collaborate with the Board of Trustees in setting the criteria and process for the appointment of supervisory officers, which criteria shall ensure that the TCDSB’s values and vision are reflected;

3.4.10 immediately upon discovery bring to the attention of the Board of Trustees any act or omission by the Board of Trustees that in the opinion of the Director may result in, or has resulted in, a contravention of the *Act* or any policy, guideline, or regulation made under the *Act*; and

3.4.11 if the Board of Trustees does not respond in a timely and satisfactory manner to an act or omission brought to its attention under Article 2.3.10 advise the Deputy Minister or Minister of the act or omission.

3.5 Duties of other Senior Staff and other TCDSB Employees

Senior Staff and other persons employed or retained by the TCDSB shall have such duties as may be assigned to them by law, contract, the By-laws of the Board of Trustees, or the Director.

3.6 Officers Named

The officers of the TCDSB shall be:

3.6.1 the Chair of the Board of Trustees, who shall be a Trustee;

3.6.2 the Vice-Chair of the Board of Trustees, who shall be a Trustee;

3.6.3 the Secretary, who shall be the Director;

3.6.4 the Treasurer, who shall be the Associate Director, Business Services; and

3.6.5 the Honorary Director of Education, who shall be the Archbishop of Toronto.

3.7 Duties of the Chair of the Board of Trustees

In addition to any other duties under the *Act* or the By-laws or otherwise, the Chair of the Board of Trustees shall:

3.7.1 preside over meetings of the Board of Trustees;

3.7.2 conduct the meetings in accordance with the Board of Trustees' procedures and practices for the conduct of Board of Trustees meetings;

3.7.3 establish agendas for Board of Trustees meetings, in consultation with the Director or his or her designate acting as the Director;

3.7.4 ensure that members of the Board of Trustees have the information needed for informed discussion of the agenda items;

3.7.5 act as spokesperson to the public on behalf of the Board of Trustees, in consultation with the Director, unless otherwise determined by the Board of Trustees, provided, however, that when there is doubt as to the interpretation of policy, or there is no established policy, the Chair of the Board of Trustees shall seek direction from the Board of Trustees regarding the substance and manner in which the matter is to be expressed;

3.7.6 convey the decisions of the Board of Trustees to the Director or the supervisory officer acting as the Director;

3.7.7 provide leadership to the Board of Trustees in maintaining the Board of Trustees' focus on its Multi-Year Plan;

3.7.8 provide leadership to the Board of Trustees in maintaining the Board of Trustees' focus on the Board of Trustees' mission and vision;

3.7.9 provide leadership to the Board of Trustees in adhering to the Board of Trustees' Code of Conduct; and

3.7.10 assume such other responsibilities as may be specified by the Board of Trustees.

3.8 Duties of the Vice-Chair of the Board of Trustees

In addition to any other duties assigned under the *Act*, or the By-laws, or otherwise, the Vice-Chair of the Board of Trustees shall:

3.8.1 in the absence of the Chair of the Board of Trustees, or in the event of the inability of the Chair of the Board of Trustees to act, assume any or all of the duties of the Chair of the Board of Trustees, except those which are precluded by law, By-law, or regulation;

3.8.2 perform such other duties as may be prescribed by the Board of Trustees from time to time.

3.9 Duties of the Secretary

In addition to any other duties assigned under the *Act* or the By-laws or otherwise, the Secretary, who shall be the Director, shall:

3.9.1 attend in person all Meetings of the Board of Trustees and, in person or by delegated representative, Meetings of all Committees;

3.9.2 prepare or arrange to have prepared by a delegated representative minutes of all Meetings;

3.9.3 keep records or arrange to have kept records as required by law and subject to the directions of the Board of Trustees;

3.9.4 conduct the official correspondence on behalf of the Board of Trustees;

3.9.5 receive and pass on to the Board of Trustees or the relevant Committee all correspondence, petitions, and reports of other officials;

3.9.6 prepare, in consultation with the appropriate Chair, the draft agenda of all Board of Trustees and Committee Meetings;

3.9.7 maintain an up-to-date policy register;

3.9.8 have charge of all correspondence, reports, and other documents;

3.9.9 promulgate all orders, policies and other directions of the Board of Trustees and other matters in accordance with requirements of the law;

3.9.10 bring to the attention of the Board of Trustees any matter in respect of which, in the opinion of the Secretary, it may be necessary or useful for the Board of Trustees to be aware; and

3.9.11 perform such other duties as may be prescribed by the Board of Trustees from time to time.

3.10 Duties of the Treasurer

In addition to any other duties assigned under the *Act* or the By-laws or otherwise, the Treasurer shall:

3.10.1 submit to the Board of Trustees annually, and quarterly, a statement of estimated revenue and expenditures;

3.10.2 have prepared for submission to the Board of Trustees the annual financial statements and the auditor's report;

3.10.3 report annually to the Board of Trustees particulars of existing insurance and fidelity bonds expiring during such year with recommendations for renewal;

3.10.4 report to the Board of Trustees from time to time and as requested by the Board of Trustees on all financial matters; and

3.10.5 perform such other duties as may be prescribed by the Board of Trustees from time to time.

3.11 Code of Conduct

3.11.1 The Board of Trustees shall adopt a code of conduct.

3.11.2 A member of the Board of Trustees who has reasonable grounds to believe that a member of the Board of Trustees has breached the Board of Trustees' code of conduct may bring the alleged breach to the attention of the Board of Trustees.

3.11.3 If an alleged breach is brought to the attention of the Board of Trustees under Article 2.10.2, the Board of Trustees shall make inquiries into the matter and shall, based on the results of the inquiries, determine whether the member has breached the Board of Trustees' code of conduct.

3.11.4 If the Board of Trustees determines under Article 2.10.3 that the member has breached the Board of Trustees' code of conduct, the Board of Trustees may impose one or more of the following sanctions:

3.11.4.1 censure of the member;

3.11.4.2 barring the member from attending all or part of a meeting of the Board of Trustees or a meeting of a Committee of the Board of Trustees, which, for the sake of certainty, shall be deemed to be an authorized absence by the member; or

3.11.4.3 barring the member from sitting on one or more Committees of the Board of Trustees, for the period of time specified by the Board of Trustees.

3.11.5 A member of a Board of Trustees who is barred from attending all or part of a meeting of the Board of Trustees or a meeting of a Committee of the Board of Trustees under Article 2.10.4 is not entitled to receive any materials that relate to that meeting or that part of the meeting and that are not available to members of the public.

3.11.6 If a Board of Trustees determines that a member has breached the Board of Trustees' code of conduct under Article 2.10.3,

3.11.6.1 the Board of Trustees shall give the member written notice of the determination and of any sanction imposed by the Board of Trustees;

3.11.6.2 the notice shall inform the member that he or she may make written submissions to the Board of Trustees in respect of the determination or sanction by a date specified in the notice that is at least 14 days after the notice is received by the member; and

3.11.6.3 the Board of Trustees shall consider any submissions made by the member in accordance with Article 2.10.6.2 and shall confirm or revoke the determination within 14 days after the submissions are received.

3.11.7 If the Board of Trustees revokes a determination under Article 2.10.6.3, any sanction imposed by the Board of Trustees is revoked.

3.11.8 If the Board of Trustees confirms a determination under Article 2.10.6.3, the Board of Trustees shall, within the time referred to in that Article, confirm, vary, or revoke the sanction.

3.11.9 Despite Article 2.10.2 but subject to Article 2.10.10, the part of a meeting of the Board of Trustees during which a breach or alleged breach of the Board of Trustees' code of conduct is considered may be closed to the public when the breach or alleged breach involves any of the following matters:

3.11.9.1 the security of the property of the TCDSB;

3.11.9.2 the disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees or Committee, an employee or prospective employee of the TCDSB, or a student or his or her parent or guardian;

3.11.9.3 the acquisition or disposal of a school site;

3.11.9.4 decisions in respect of negotiations with employees of the TCDSB; or

3.11.9.5 litigation affecting the TCDSB.

3.11.10 A Board of Trustees shall do the following things by resolution at a meeting of the Board of Trustees, and the vote on the resolution shall be open to the public:

3.11.10.1 make determination under Article 2.10.3 that a member has breached the Board of Trustees code of conduct;

3.11.10.2 impose a sanction under Article 2.10.4;

3.11.10.3 confirm or revoke a determination under Article 2.10.6.3;

3.11.10.4 confirm, vary, or revoke a sanction under Article 2.10.8.

3.11.11 A member who is alleged to have breached the Board of Trustees' code of conduct shall not vote on a resolution to do any of the things described in paragraphs 1 to 4 of Article 2.10.10.

3.11.12 The passage of a resolution to do any of the things described in paragraphs 1 to 4 of Article 2.10.10 shall be recorded in the minutes of the meeting.

3.11.13 *The Statutory Powers Procedure Act*, R.S.O. 1990, C.S. 22, does not apply to anything done under this Article.

ARTICLE 4. INAUGURAL MEETING

4.1 Date of Inaugural Meeting

Subject to any statutory requirement, the Board of Trustees shall, at or before the last regular meeting in November in each calendar year that is not an election year and in October in an election year, fix a day and time for an Inaugural Meeting of the Board of Trustees for the following Year, provided however that the Inaugural Meeting to be held in the calendar year in which all Trustees are elected at the regular election or acclaimed under the *Municipal Elections Act* shall be held not later than the 8th day of December. The Director will plan the Inaugural Meeting in consultation with the Chair of the Board of Trustees. The Inaugural Meeting is a regular Meeting of the Board of Trustees.

4.2 Orientation

Each Trustee is expected to participate in an orientation program which generally will commence after the final results of the election and prior to the Inaugural Meeting.

4.3 Service of Dedication of the Roman Catholic Trustee

At or immediately before the commencement of each Inaugural Meeting of the Board of Trustees, all Trustees shall participate in the Service of Dedication of the Roman Catholic Trustee:

4.3.1 in the calendar year in which all Trustees are elected, the Service of Dedication shall take place at the Inaugural Meeting, and shall be, unless and until otherwise provided by resolution, the "Commissioning of Catholic Trustees"; and

4.3.2 in the calendar year other than that in which all Trustees are elected, the Service of Dedication shall take place at the Inaugural Meeting and shall be, unless and until otherwise provided by resolution, the "Rite of Renewal of Trustees".

4.4 Procedure at Inaugural Meeting

The procedure at the Inaugural Meeting of the Board of Trustees in each year, subject to other By-laws, shall be as set out in Article 3.5 through Article 3.12.

4.5 Presiding Officer at Inaugural Meeting

The Presiding Officer at the Inaugural Meeting shall be:

4.5.1 the Director until the first of the persons below who is present is elected;

4.5.2 the Chair of the Board of Trustees upon election to office, if present;

4.5.3 in the absence of the Chair of the Board of Trustees, the Vice-Chair of the Board of Trustees upon election to office, if present; and

4.5.4 in the absence of the Chair of the Board of Trustees and the Vice-Chair of the Board of Trustees, the Trustee present who shall have been elected by the Trustees present to be chair of the Inaugural Meeting.

4.6 Preliminary Proceedings

The Presiding Officer shall,

4.6.1 open the meeting with a prayer and read memorials;

4.6.2 in a year in which Trustees are elected, read the returns of any elections, following which the newly elected Trustees shall take their places.

4.6.3 ensure each Trustee takes the Declaration of Office and Oath of Allegiance, as required by the *Education Act;*

4.6.4 read apologies and call the Roll; and

4.6.5 in a year in which Trustees are elected, declare the Board of Trustees legally constituted.

4.7 Election of Chair of the Board of Trustees

The Presiding Officer shall then proceed with the election of the Chair of the Board of Trustees, which shall be conducted in accordance with the provisions of Article 3.12.

4.8 Election of Other Officials

The Presiding Officer shall proceed with the election of the Vice-Chair of the Board of Trustees and any other officers being elected, which shall be conducted in accordance with the provisions of Article 3.12.

4.9 Election of Chair and Vice-Chair of Committees

The Presiding Officer shall then proceed with the election of the Chair and Vice-Chair of each Committee, as necessary. The election shall be conducted in the manner set out in Article 3.12.

4.9.1 The Director shall convene the initial meeting of the Committee within seven days of the adoption of the resolution establishing the Committee. The first matter considered by the Committee shall be the Election of the Chair at the first scheduled meeting of the Committee.

4.10 Other Appointments

The Presiding Officer shall then proceed with the election of persons who are to be appointed to local boards and other organizations, which elections shall be conducted in accordance with the provisions of Article 4.12.

4.10.1 The Presiding Officer shall then proceed with the election of Trustees who will be appointed to the Board's Internal Standing, Statutory, *Ad-hoc,* or other Committees.

4.11 Further Business

The Presiding Officer shall then deal with any other urgent business of the Board of Trustees.

4.12 Elections

The election of Trustees and others to positions required to be filled by the Board of Trustees shall be conducted by the Presiding Officer as follows:

4.12.1 Nominations shall be sought, each of which shall be moved and seconded;

4.12.2 After the nominations for the position have been closed and before the vote is taken, each candidate who has not already so declared, and in the sequence nominated, shall declare whether or not he or she will accept the nomination;

4.12.3 If there are two or more nominations for any position, the vote shall be conducted by secret ballot, provided that, with the agreement of a majority of Trustees, a recorded vote may be used pursuant to which the identity of both the Trustee voting and the name of the candidate are recorded and announced;

4.12.4 With the approval of the Board of Trustees, two returning officers shall be

appointed, the duties of whom shall include the distribution and counting of the ballots; and

4.12.5 After each ballot has been counted in any round of balloting, the name of every candidate receiving no votes, and the name of the candidate otherwise receiving the lowest number of votes shall be dropped, and the balloting shall so continue until a candidate has received a majority of the votes of the Trustees present;

4.12.6 At any time that there are three or more names remaining on a ballot and two or more nominees are tied with the least number of votes, a vote shall be taken to decide which of such tied nominees shall remain on the list of names to be voted upon in the next round of voting; and

4.12.7 In the case of an equality of votes between two, or among three or more, candidates for any office or position, during three consecutive ballots, the candidates shall draw lots to fill the office or position.

4.12.8 The Election of Board and Committee Chair and Vice-Chair Nominations for Chair and Vice-Chair of the Board and its Committees will be received from members, including through self-nomination.

ARTICLE 5. MEETINGS

5.1 Traditional Land Acknowledgement

All Board and Committee meetings will include an acknowledgement of the Traditional Territories/Ancestral Lands of Aboriginal peoples recited by the Chair or Vice-Chair of Committees.

5.2 Seating

As for as practicable, for all meetings the Chair of the Board or Committee shall be seated at the mid-point of the Boardroom table with the Vice-Chair of the Board or Committee to the immediate right.

5.2.1 The remaining Trustees shall be seated in sequence of Ward numbers.

5.2.2 The Director and other support staff shall sit in close proximity and visible to the Trustees and Public.

5.2.3 The Student Trustees shall be seated in the Ward seats vacated by the Chair and Vice-Chair of the Board or Committee.

5.3 Regular Meetings of the Board of Trustees

Unless otherwise ordered by special motion, the regular Meeting of the Board of Trustees shall be held at the business office of the TCDSB commencing at 6:00 p.m. (with respect to matters to be considered in private) and 7:00 p.m. (with respect to all other matters) on the third Thursday in each month and if any such Thursday falls on a statutory or civic holiday, such meeting shall be held commencing at the same hour within eight (8) days on a date to be determined by the Director and Chair.

The Board will resolve into Private Session no later than 10:00 p.m. to address all private matters.

Attendance at meetings shall be as prescribed by the *Education Act.*

5.3.1 A Trustee vacates his or her seat if he or she absents himself or herself without being authorized by resolution entered in the minutes, from three consecutive regular meetings of the Board of Trustees.

A Trustee must be physically present in the meeting room of the Board of Trustees for at least three regular meetings of the Board of Trustees in each 12month period beginning December 1.

5.3.2 A Trustee may be absent for 20 consecutive weeks or less, if the absence is a result of the Trustee's pregnancy, the birth of the Trustee's child or the adoption of a child.

5.4 Special Meetings of the Board of Trustees

Special Meetings of the Board of Trustees shall be held only to consider matters of urgency:

5.4.1 at the call of the Director;

5.4.2 at the call of the Chair of the Board of Trustees;

5.4.3 at the written request to the Director from five Trustees on a date fixed by the director that is within seven days of receipt of the request; and

5.4.4 where the Chair of the Board of Trustees and the Director are in agreement such meeting may be held with twenty-four (24) hours' prior notice delivered to each Trustee.

5.5 Meetings of Committees

Unless otherwise ordered by special motion of the Board of Trustees, Meetings of Standing or Statutory Committees:

5.5.1 shall be held at the business office of the Board of Trustees;

5.5.2 the Private session shall be held at 6:00 p.m.; and

5.5.3 the Public session shall be held commencing at 7:00 p.m.; or such other time as approved by a majority of members of the committee assuming required staff is available.

5.6 Notice of Other Than Required Regular Monthly Meetings

Subject to the provisions of Article 4.3 and Article 10, written or electronic notice of every special Meeting of the Board of Trustees and of every Meeting of every Committee shall:

5.6.1 be communicated to each Trustee at least one-hundred-and-twenty (120) hours prior to the time of the Meeting;

5.6.2 state all business to be considered; and

5.6.3 for Special meetings a matter that is not included on the agenda may be considered at a Special Meeting of the Board only if all members of the Board are present at the meeting and if all members of the Board unanimously agree to consider the matter.

5.7 Cancellation of Meetings

A Meeting for which a notice is required may be cancelled:

5.7.1 in the case of a Special Meeting of the Board of Trustees called by the Director under Article 4.3.1 or 4.3.3, or by the Chair of the Board of Trustees under Article 4.3.2., if the Director or Chair of the Board of Trustees, respectively, deems that the need for such Special Meeting no longer exists;

5.7.2 in the case of a Meeting called under Article 4.3.3, if not less than half of the Trustees at whose request the Special Meeting was called, give a further written request that such Special Meeting be cancelled; or

5.7.3 in the case of any other regular or Special Meeting of the Board or Committee, where a polling of Trustees indicates that quorum will not be reached at the scheduled time or in extraordinary circumstances, such as inclement weather, the Director in consultation with the Chair of the Board of Trustees or Chair of the Committee.

5.8 Automatic Cancellation by Inaugural Meeting

Unless otherwise ordered by special motion of the Board of Trustees, the holding of the Inaugural Meeting of the Board of Trustees as prescribed in Article 3 shall automatically cancel any Meeting that is not fixed in the By-laws of the Board of Trustees.

5.9 Quorum for Meetings of All Trustees

Subject to the *Municipal Conflict of Interest Act* (R.S.O. 1990 c. M.50) (hereinafter, the "*Municipal Conflict of Interest Act*"), a majority of the Trustees of the Board of Trustees eligible to vote shall constitute a quorum for Meetings of the Board of Trustees and of a Committee where a Committee is composed of all Trustees.

5.10 How Quorum Is To Be Counted

Whenever the quorum is or must be counted at a Meeting of the Board of Trustees, and of a Committee where a Committee is composed of all Trustees, the presence of only those Trustees who are in the room where the Meeting is being held shall be included provided, however, that where a Trustee is participating electronically, their attendance will be included for as long as they remain electronically connected to the meeting.

5.10.1 Where quorum as defined in Article 4.8 or Article 4.10 is not possible due to Trustees declaring a conflict under the *Municipal Conflict of Interest Act,* the remaining Trustees who have not declared a conflict, will constitute quorum where that number is at least two Trustees

5.11 Quorum for Meetings of Committees

Subject to the provisions of Article 4.8, a majority of Trustees who are members of the Committee eligible to vote shall constitute a quorum for Meetings of that Committee.

5.12 Call to Order

Every Meeting shall be called to order at the scheduled start time or as soon thereafter as a quorum is present.

5.13 Lack of Quorum

If a quorum is not present within thirty minutes after the time appointed for any Meeting, the Recording Secretary shall record the names of the Trustees and officials of the Board of Trustees who are present and the Meeting shall stand adjourned.

5.14 Quorum Lost

Subsequent to a meeting being called to order as provided in Article 4.11, whenever a motion is to be discussed or a vote called, the Chair shall ensure there is quorum, and to the extent quorum is no longer present the Chair shall note that fact and the Recording Secretary shall record in the Minutes of the Meeting the names of the Trustees who are present and the Meeting shall stand adjourned.

5.15 Meetings Open to the Public (Public Session)

Subject to the provisions of Article 4.16 and subject to legislation governing Statutory Committees each Meeting of the Board of Trustees and of a Committee of the Board shall be open to the public, and no person shall be excluded except for improper conduct.

5.16 Conduct at Meetings

No person shall at any Meeting, refer to any other person, by name, title, position or other means of personal identification in a negative, critical, or derogatory manner. In the event any person engages in behaviour contrary to this Article, it shall be the duty of the Chair of the Board of Trustees to advise such person to cease such behaviour, failing which the person shall be evicted from such Meeting.

5.17 Meetings Closed to the Public (Private Session)

A Meeting of the Board of Trustees and of a Committee of the Board of Trustees may be closed to the public, as may be determined from time to time by the Committee or the Board of Trustees, when the subject matter under consideration involves:

5.17.1 the security of the property of the TCDSB;

5.17.2 the disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees or Committee, an employee or prospective employee of the TCDSB, or a student, or the parent or guardian of the student;

5.17.3 the acquisition or disposal of a school site;

5.17.4 decisions in respect of negotiations with employees of the TCDSB; or

5.17.5 litigation affecting the TCDSB.

Meetings closed to the public may have individuals in attendance other than Trustees.

5.18 Recess of Meeting by the Chair

At any time, except during a vote, the Chair may recess a Meeting for any purpose, including for the purpose of solidifying quorum, for a period of not more than twenty (20) minutes, and for this purpose, may interrupt a speaker. No meeting shall continue in Session for more than 3 hours without a recess.

5.18.1 The Chair shall call the roll call following a recess;

5.19 Maximum Length of Meeting

No Meeting shall continue in session for more than four hours provided that in the case of a regular Meeting of the Board of Trustees, the beginning of the Meeting for the purposes of this Article shall be the beginning of the public session of the Meeting.

5.20 Extension of Length

Notwithstanding Article 4.18 and subject to maintaining a quorum, upon the consent of a majority of members eligible to vote, a meeting may be extended without limit beyond the maximum length otherwise provided in order to complete an item currently on the floor or to deal with a matter on the agenda deemed to be urgent.

Notwithstanding Article 4.18 upon the unanimous consent of all members eligible to vote who are present, a meeting may be extended without limit to deal with any item or items on the agenda.

5.21 Agenda Review

5.21.1 Every meeting shall at 9: 00 p.m. or as soon thereafter as practical, review the outstanding items remaining on the Meeting agenda to determine urgent business requiring action in the current monthly cycle.

5.21.2 At a Meeting of a Committee, the Committee will determine, without debate, which outstanding items should be deferred, or referred to the next Regular Board of Trustees Meeting, or dealt with that evening.

5.21.3 At a Meeting of the Board of Trustees, the Board of Trustees will determine which outstanding items should be deferred or dealt with at that meeting.

5.22 Minutes of Meetings To Be Kept

A full and correct account of the proceedings of every Meeting shall be kept. Minutes of Meetings shall contain the following information:

5.22.1 the date of the Meeting;

5.22.2 whether the Meeting was a regular or special Meeting;

5.22.3 the names of attendees:

5.22.3.1 the Trustees/members and their arrival and departure time,

5.22.3.2 Senior Staff (or delegate, if applicable),

5.22.3.3 external consultants,

5.22.3.4 the TCDSB auditors and TCDSB solicitors,

5.22.3.5 the Recording Secretary, and

5.22.3.6 any other individuals invited to attend who were present;

5.22.4 a list of those Trustees who were absent; and

5.22.5 under the heading "Disclosure of Interest",

5.22.5.1 the name of each Trustee who disclosed an interest in any matter on the Agenda of such Meeting,

5.22.5.2 an identification of the matter in which the Trustee disclosed the interest,

5.22.5.3 if the public was not excluded from the Meeting, the general nature of the interest so disclosed,

and to the extent an interest is declared later in the Meeting, the matters set out in Articles 5.22.5.1, 5.22.5.2 and 5.22.5.3 shall be recorded as well at the point in the minutes when the declaration was made;

5.22.6 all motions, and

5.22.7 the particulars of all matters that were placed upon the Agenda, and the disposition thereof.

5.23 Monthly Special Meetings of the Board

A Special Meeting of the Board shall be held immediately following the conclusion of the regular meetings of all standing committees solely for the purpose of permitting the standing committee to rise and report to the Board on matters considered at such meeting of the standing committee provided that:

5.23.1 all matters, for which a clear majority of the full Board was not received, questioned by a minimum of at least three (3) Trustees at such Special Meeting of the Board shall, without debate, stand referred to the next regular meeting of the Board provided in 4.2.

5.23.2 at any time during a standing committee meeting, any matter may be identified for questioning and such will be noted without debate.

ARTICLE 6. COMMITTEES

6.1 Statutory Committees

The following Statutory Committees shall be established as prescribed by the *Education Act* and its Regulations:

6.1.1 Audit Committee;

6.1.2 Special Education Advisory Committee (SEAC);

6.1.3 Catholic Parent Involvement Committee (CPIC);

6.1.4 Suspension and Expulsion Committee; and

6.1.5 Supervised Learning Committee.

The composition and terms of reference for Statutory Committees shall be as prescribed by the *Education Act* and its Regulations.

6.2 Standing Committees

Standing Committees of the Board of Trustees may, by resolution of the Board of Trustees, be established consistent with the Board of Trustees' obligations under the *Education Act* and these By-Laws to consider policy issues for the Board of Trustees; such resolution shall define in detail the terms of reference of such Committee, which terms of reference shall not include dealing with the day to day management of the TCDSB.

6.3 Composition of Standing Committees

Membership of two (2) of the Standing Committees: Corporate Services and Student Achievement, shall include all members of the Board of Trustees. Membership of the Governance and Policy Committee shall include five (5) members of the Board of Trustees.

6.4 Terms of Reference of Committees

To the extent prescribed by the *Education Act* or its Regulations, the terms of reference of each Standing Committee shall be as prescribed and otherwise shall be as determined by the Board of Trustees from time to time. Terms of reference for Committees shall be published on the TCDSB website in conjunction with the By-laws and shall appear on the agenda of Committees.

6.5 Establishment of *Ad-Hoc* Committees

Ad-Hoc Committees of the Board of Trustees may be established consistent with the Board of Trustees' obligations under the *Education Act* and these By-laws by resolution of the Board of Trustees; such resolution shall define in detail the terms of reference of such Committee, which terms of reference shall not include dealing with the day to day management of the TCDSB.

6.6 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 **it is strongly recommended** that each Trustee shall sit on a maximum of three *Ad-Hoc* Committees. Committee membership shall include TCDSB staff as determined by the Director and other appropriate individuals as determined by the Board of Trustees from time to time. Trustees will be appointed by the Board when the *Ad-Hoc* Committee is established or may be appointed at a later time.

6.7 Functions of *Ad-Hoc* Committees

Unless otherwise provided by resolution, where an *Ad-Hoc* Committee has been established:

6.7.1 if relevant and permitted by law, matters within its terms of reference are removed from the terms of reference of the appropriate Standing Committee until the *Ad-Hoc* Committee is dissolved; and

6.7.2 it shall report, as required, directly to the Board of Trustees.

6.8 Dissolution of *Ad-Hoc* Committees

An *Ad-Hoc* Committee shall be dissolved:

6.8.1 upon the delivery of its final report to the Board of Trustees;

6.8.2 at any time upon a resolution of the Board of Trustees; or

6.8.3 at the end of the Year,

whichever first occurs;

provided however that any such *Ad-Hoc* Committee may be reconstituted in a subsequent year.

6.9 Establishment of Sub-Committees

Sub-committees may be established by any Committee to consider any matter within the terms of reference of that Committee.

6.10 Composition of Sub-Committees

Membership of a Sub-committee shall be determined by the appointing Committee and may include persons who are not members of the Committee.

6.10.1 All Trustees may attend sub-committee meetings. Trustees who are not members of the sub-committee may participate in discussion/debate at the meeting but may not move a motion or vote on any matter.

6.10.2 Neither the Chair or the Vice-Chair of the Board have ex-officio status on an sub-committee. Trustee membership on all sub-committees will be listed on the Board's website.

6.11 Dissolution of Sub-Committees

A Sub-committee shall be dissolved:

6.11.1 upon the delivery of its final report to the Committee; or

6.11.2 at any time upon a resolution of the Board or of the appointing Committee;

6.11.3 at the end of the year,

whichever occurs first.

6.12 Right of the Chair of the Board of Trustees

If eligible by law to vote on a matter, the Chair of the Board of Trustees, when present, shall:

6.12.1 be counted in determining quorum; and

6.12.2 have the right to vote,

at all Committee Meetings;

6.12.3 provided, however, that in the case of a Statutory Committee, the provisions of this Article shall only apply when the Chair of the Board of Trustees is a member of such Committee.

6.13 Right of the Vice-Chair of the Board of Trustees

If eligible by law to vote on a matter, the Vice-Chair of the Board of Trustees, when present, shall:

6.13.1 be counted in determining quorum; and

6.13.2 have the right to vote,

at all Committee Meetings.

6.13.3 provided, however, that in the case of a Statutory Committee, the provisions of this Article shall only apply when the Vice-Chair of the Board of Trustees is a member of such Committee.

6.14 Chairs of Committees

Chairs and Vice-Chairs of Committees shall be determined in accordance with Article 3.9.

6.15 Voting at Meetings of Committees

Members who are eligible to vote, including Trustees, may vote at Meetings at which they are present, as follows:

6.15.1 in the case of the Chair of the Board of Trustees and Vice-Chair of the Board of Trustees, in accordance with what is provided in Article 5.12 and Article 5.13; and

6.15.2 in the case of a Trustee appointed or elected to a Committee, at all Meetings of such Committee.

6.16 Resignation from Committees

A member may resign from any Committee at any time by notice in writing to the Chair of the Committee.

6.17 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.

6.18 Referral Power of the Board of Trustees

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.

6.19 Committee Procedures

Each Committee may:

6.19.1 subject to the approval of the Board of Trustees, and subject to the other relevant provisions of the by-laws, establish procedures for the efficient operation of the Committee;

6.19.2 request from the Director reports concerning matters within its terms of reference; provided that, in the case of Statutory Committees, advance approval of the Board of Trustees shall be required before the Director acts upon the request;

6.19.3 receive reports from any officer of the Toronto Catholic District School Board concerning matters within its terms of reference;

6.19.4 hear delegations concerning matters within its terms of reference; and

6.19.5 receive and consider communications and petitions addressed to the Board of Trustees on any subject within the terms of reference of such Committee, without first being referred to the Board of Trustees.

ARTICLE 7. COMMITTEE REPORTS TO THE BOARD

7.1 Every Committee (excluding the Standing Committees) shall report to the Board of Trustees after each of its Meetings, by way of written reports containing recommendations for action.

7.2 Information to be Included

A full and correct account of the proceedings of every Meeting shall be kept. Minutes of Meetings shall contain the following information:

7.2.1 the name of the Committee;

7.2.2 the date of the Meeting;

7.2.3 whether the Meeting was a regular or special Meeting;

7.2.4 the names of:

7.2.4.1 the Trustees and, where applicable, other members and their arrival and departure time;

7.2.4.2 Senior Staff (or delegate, if applicable);

7.2.4.3 external consultants;

7.2.4.4 the TCDSB auditors and TCDSB solicitors;

7.2.4.5 the Recording Secretary; and

7.2.4.6 any other individuals invited to attend who were present:

7.2.5 under the heading “Disclosure of Interest”,

7.2.5.1 the name of each Trustee who disclosed an interest in any matter on the Agenda of such Meeting;

7.2.5.2 an identification of the matter in which the Trustee disclosed the interest; and

7.2.5.3 if the public was not excluded from the Meeting, the general nature of the interest so disclosed,

and to the extent an interest is declared later in the Meeting, the matters set out in Articles 7.2.5.1, 7.2.5.2 and 7.2.5.3 shall be recorded as well at the point in the minutes when the declaration was made;

7.2.6 all motions; and

7.2.7 the particulars of all matters that were placed upon the Agenda of the Committee and the disposition thereof.

7.3 Committee Reports and Minutes

7.3.1 The Committee shall transmit its recommendations to the Board in a written report in the format to be established by a procedure adopted by the Board from time to time.

ARTICLE 8. FINANCE

8.1 Expenditures Limited to Approved Budget

Subject to the provisions of Article 7.5, all expenditures and orders issued committing expenditures shall be made within current budget estimates in accordance with: current purchasing policies, prevailing contracts, agreements, schedules, and employment policies with teaching and non-teaching staff.

8.2 Source of Funding to be Specified

No By-law or Resolution of the Board of Trustees that authorizes the expenditure of funds that have not been included in the approved estimates of the TCDSB shall be enacted or passed unless there is contained therein the specific identification of the source (or sources, as the case requires) of funding from:

8.2.1 Provincial grants;

8.2.2 Other grants and revenue sources;

8.2.3 TCDSB reserves; or

8.2.4 borrowed funds

in any combination, for both the current and subsequent years.

8.3 When Debt Incurred

Whenever it shall be necessary to borrow funds in order to finance any expenditure:

8.3.1 the Board of Trustees shall have previously considered a report from the Treasurer as to the then total annual debt charges for principal and interest and sinking fund charges in respect of all outstanding borrowings of the TCDSB, set out for each year, including the last year in which debt is projected to be outstanding;

8.3.2 the affirmative vote of a majority of all Trustees entitled to vote shall be required; and

8.3.3 the vote on the By-law or resolution shall be conducted by means of a Recorded Vote as described in Section 13.6.4.

8.4 Maximum Debt Charges

The Board of Trustees may by resolution authorize the Treasurer and the Chair or Vice-Chair of the Board of Trustees to borrow from time to time the sums that the Board considers necessary to meet the current expenditures of the Board, until the current revenue has been received.

8.4.1 The Board may borrow the sums that the Board considers necessary to meet the debt charges payable in any fiscal year until the cash has been received; and

8.4.2 The amounts that the Board may borrow at any one time for the purposes referred to in Articles 7.4 and 7.4.1, together with the total of any similar borrowings that have not been repaid and any accrued interest on those borrowings, shall not exceed the un-received balance of the estimated current revenues of the Board.

8.5 Emergency Expenditures

Notwithstanding Article 7.1, in the event of emergencies which require the immediate expenditure of funds for the continued operation of any part of the school system, the Director of Education may authorize the expenditure in accordance with the policy of the TCDSB current at the time;

8.5.1 provided, however, that such expenditure shall be reported at the next regular Meeting of the Board of Trustees.

8.6 Bonding

The TCDSB shall provide for the bonding of officers and employees, as necessary.

ARTICLE 9. RULES OF ORDER

9.1 Rules at Meetings of the Board of Trustees

The rules of order to be observed at Meetings of the Board of Trustees shall be in accordance with the provisions of these By-laws.

9.2 Rules at Meetings of Committees

The rules of the Board of Trustees shall be observed at Meetings of all Committees.

9.3 Robert's Rules of Order

In all cases for which no specific provision is made in these By-laws, the rules and practice of the most recent version of *Robert's Rules of Order, Newly Revised* ("RONR") shall govern so far as applicable. The edition of Robert's Rules to be used may be changed from time to time by a resolution of the Board of Trustees.

ARTICLE 10. PRESIDING OFFICER AT BOARD AND COMMITTEE MEETINGS

10.1 Presiding Officer at Inaugural Meeting

Notwithstanding anything set out in this Article 9, the Presiding Officer at the Inaugural Meeting shall be determined in accordance with what is set out in Article 3.

10.2 Chair to Preside

The Chair (of the Board of Trustees, or a Committee, as the case may be) shall preside at all meetings at which the Chair is present.

10.3 When Vice-Chair to Preside

The Vice-Chair (of the Board of Trustees, or a Committee, as the case may be) shall preside in the absence of the Chair. The Vice-Chair will vacate the Chair upon arrival of the Chair after the disposition of the main motion then being debated.

10.4 When Other Trustee to Preside

If at any Meeting the Chair and Vice-Chair (of the Board of Trustees, or a Committee, as the case may be) are absent, the Trustees present may elect one of themselves to be Chair for that meeting. The Trustee will vacate the chair upon the arrival of the Chair or Vice-Chair and the disposition of the main motion then being debated.

10.5 Chair Permitted to Speak

In the interest of facilitating the discussion of a motion before the Board of Trustees, the Chair may frame the context or background of the motion and the parameters of the discussion around the motion. In the event the Chair wishes to express a personal opinion on any main or subsidiary motion on the floor, the Chair shall leave the chair in order to participate in the discussion.

10.6 Chair Pro Tem

If the Chair of a Meeting elects to vacate the chair for any reason, the Chair shall call upon a member who is not the mover or seconder of any motion, or subsidiary motion, on the floor (and preferably though not necessarily a member who has not spoken) to fill the place of the Chair until the main motion is disposed of, in the following sequence:

10.6.1 Vice-Chair if that person has not spoken;

10.6.2 another member present if that person has not spoken;

10.6.3 Vice-Chair even if that person has spoken; and

10.6.4 another member present even if that person has spoken.

ARTICLE 11. AGENDA AND ORDER PAPER

11.1 Delivery of Draft Meeting Agenda to Trustees

The Chair of the Board of Trustees, or a Committee, as the case may be, in consultation with the Director, shall establish the agenda for every Meeting. The draft Agenda and related materials for Standing Committees and Regular Board shall, subject to Article 4.3.4, be delivered to each Trustee one-hundred-and-twenty (120) hours (5 days) prior to the Meeting.

11.1.1 The Agenda and supporting materials may be delivered electronically.

11.2 Delivery of Draft Meeting Agenda to non-Trustees

Where a Committee includes persons who are not Trustees, the draft Agenda for every Meeting that is not closed to the public, and every Meeting of the Committee of which the person is a member, together with notice or reminder of such Meeting (as the case may be), shall be delivered to each such person one-hundred-and-twenty (120) hours (5 days) in advance of such Meeting.

11.3 Posting of Agendas

The Draft agendas of any regular meeting will be posted electronically on the Board website onehundred-and-twenty (120) hours (5 days) before the meeting.

11.4 Items on Agenda or Order Paper of a Meeting of a Board of Trustees

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

11.4.1 unless it is a matter that is referred to the Board of Trustees by a Committee;

11.4.2 unless the Committee having cognizance of the matter has delivered its written reports containing recommendations for action as prescribed by Article 6.1, and the reports have been sent electronically to each Trustee not less than one hundred-and-twenty (120) hours (5 days) before the meeting, with hard copies to be sent to each Trustee not less than 72 hours (3 days) before the meeting;

11.4.3 unless it is a recommendation or report from a statutory committee established under the *Education Act* and OCSTA;

11.4.4 unless it is a Notice of Motion as prescribed in Article 10.7;

11.4.5 unless the matter is one for which Notice of Motion has been given at a prior Meeting of the Board of Trustees;

11.4.6 unless it is a presentation given with the approval of the Board of Trustees, which approval shall be determined without debate;

11.4.7 unless it is a communication for receipt, referral, or both receipt and referral, and a written copy thereof has been delivered to each Trustee not less than one hundred-and-twenty (120) hours before the Meeting;

11.4.8 unless it is an inquiry or miscellaneous item as prescribed in Article 10.9.19;

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

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

11.5 Placement Where Considered by Two or More Committees

Whenever the same matter has been considered by two or more Committees, or has been included in two or more Categories, the motions relating thereto shall be placed on the Draft Agenda and Order Paper so that the disposition of all Committees on the matter may be considered at the same time.

11.6 Items on Agenda or Order Paper of a Committee

No matter shall be placed on the draft Agenda or Order Paper of a Meeting of a Committee unless the matter is within the terms of reference of the Committee, and unless:

11.6.1 it is contained in the approved or unapproved minutes of its Sub-Committee, or is a report of Board of Trustees officials or the Director or Board of Trustees representatives;

11.6.2 or it is a Trustee Matter (submitted by a Trustee)/Notice of Matter (submitted by a member of a Committee other than a Trustee) as prescribed in Article 10.8; and

11.6.3 the person giving the notice, if not a Trustee, is a member of the Committee; or

11.6.4 the person giving the notice, being a Trustee, has the right to vote at a Meeting of the Board of Trustees with respect to such matter;

11.6.5 or it is a presentation or delegation, for receipt, referral, or both receipt and referral, made with the approval of the Committee, which approval shall be determined without debate;

11.6.6 or it is a communication for receipt, referral, or both receipt and referral;

11.6.7 unless it is an inquiry or miscellaneous item as prescribed in Article 10.9.19; or

11.6.8 or it is placed on the Order Paper upon the affirmative vote of a majority of all members of the Committee eligible to vote on the matter.

11.7 Notice of Motion for a Board of Trustees Meeting

A Trustee may place a Notice of Motion, regarding any matter with respect to which the Trustee has a right to vote, upon the Draft Agenda and Order Paper of a Meeting of the Board of Trustees; such Notice of Motion:

11.7.1 shall be wholly in writing in the form of a motion to be presented and debated;

11.7.2 shall have a seconder;

11.7.3 may be accompanied by an explanatory notice;

11.7.4 shall be delivered to the Secretary of the Board of Trustees before the Board of Trustees Meeting;

11.7.5 shall, if it does not appear in writing on the Order Paper, be read in full;

11.7.6 may be referred by resolution of the Board of Trustees to the appropriate Committee; and

11.7.7 shall not be the subject of any debate or comment at the Meeting at which it is introduced.

11.8 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:

11.8.1 shall be wholly in writing, in the form of a motion to be presented and debated;

11.8.2 shall have a seconder;

11.8.3 may be accompanied by an explanatory notice;

11.8.4 shall be delivered to the Secretary of the Board of Trustees one-hundred-and twenty (120) hours before the Committee Meeting;

11.8.5 shall, if it does not appear in writing on the Order Paper, be read in full; and

11.8.6 shall not be the subject of any debate or comment at the Meeting at which it is introduced.

Provided that:

11.8.7 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;

11.8.8 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;

11.8.9 any recommended changes to policy, program or services from SEAC shall stand referred to staff for a report to the Board of Trustees;

11.8.10 any matter dealing with recommended changes to parent involvement/engagement policy of services shall, if adopted, stand referred to the Catholic Parent Involvement Committee (CPIC) where applicable, prior to submission to the Board of Trustees for consideration; and the staff report, along with any CPIC response, shall be submitted to the

appropriate committee for review prior to submission to the Board of Trustees.

11.9 Order Paper for Regular Meetings of the Board of Trustees

Subject to the provisions of Article 10.4, the order of business for regular Meetings of the Board of Trustees that are open to the public shall be as follows:

11.9.1 Call to Order;

11.9.2 Memorials and Prayer;

11.9.3 Singing of O Canada *A Capella*;

11.9.4 Roll Call and Apologies;

11.9.5 Approval of the Agenda;

11.9.6 Reports from Private Session;

11.9.7 Notices of Motions;

11.9.8 Declarations of Interest;

11.9.9 Approval and signing of the Minutes of the Previous Meetings;

11.9.10 Presentations, not to exceed 15 minutes, given with the approval of the Chair of the Board of Trustees and the Director, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;

11.9.11 Delegations, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;

11.9.12 Consideration of Motions for which previous notice has been given;

11.9.13 Unfinished Business from Previous Meetings;

11.9.14 Matters referred/deferred from Committees /Board;

11.9.15 Reports of Officials for the information of the Board of Trustees;

11.9.16 Reports of Officials Requiring Action of the Board of Trustees which have not been Reviewed by Committee;

11.9.17 A recommendation or report from a statutory committee established under the *Education Act* and OCSTA;

11.9.18 Listing of communications, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;

11.9.19 Inquiries and Miscellaneous, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;

11.9.20 Updating of Pending Items List;

11.9.21 Closing Prayer; and

11.9.22 Adjournment.

11.10 Items on Order Paper of Committee Meetings of Board of Trustees

A matter shall be placed on the draft Agenda and Order Paper of a Meeting of a Committee of the Board of Trustees as follows:

11.10.1 Call to Order;

11.10.2 Opening Prayer (Chair or designate);

11.10.3 Singing of O Canada *A Capella*;

11.10.4 Roll Call and Apologies;

11.10.5 Approval of the Agenda;

11.10.6 Report from Private Session;

11.10.7 Declarations of Interest;

11.10.8 Approval and Signing of Minutes;

11.10.9 Delegations;

11.10.10 Presentations, not to exceed 15 minutes, given with the approval of the Chair of

the Committee of Trustees and the Director, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;

11.10.11 Notices of Motion;

11.10.12 Consent and Review;

11.10.13 Unfinished Business;

11.10.14 Matters referred or deferred;

11.10.15 Staff reports;

11.10.16 Listing of communications, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff:

11.10.16.1 A communication shall be delivered to each Trustee electronically at least 24 hours prior to the meeting and included on the addendum prior to the meeting;

11.10.17 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, or a motion of both receipt and referral to the appropriate Committee or to Staff;

11.10.18 Updating of the Pending List;

11.10.19 Closing Prayer; and

11.10.20 Adjournment.

11.11 Reconsideration by the Board of Trustees

Any matter which has been decided upon by the Board of Trustees, for a period of three months thereafter, may be reconsidered by the Board of Trustees only on an affirmative vote of two-thirds of all Trustees of the Board of Trustees entitled to vote, thereafter only on an affirmative vote of a majority of all Trustees of the Board of Trustees entitled to vote thereon. Thereafter a matter may be reconsidered only on a vote of a majority of all Trustees of the Board of Trustees entitled to vote thereon.

ARTICLE 12. MOTIONS

12.1 All Motions at Meetings must be moved, seconded, and stated by the Chair prior to any debate.

12.2 Debatable Motions to be in Writing

All debatable motions subject to debate must be in writing or sent in electronic form to the Recording Secretary or at the Committee except:

12.2.1 where a date, time, single figure or single word is to be added;

12.2.2 where one or more words are to be deleted without substitution;

12.2.3 motions to;

12.2.3.1 adjourn;

12.2.3.2 fix the time of adjournment;

12.2.3.3 take a recess;

12.2.3.4 limit or extend limits of debate;

12.2.3.5 call the question;

12.2.3.6 receipt and/or referral;

12.2.3.7 hear delegations;

12.2.3.8 adoption of the minutes of previous meeting; and

12.2.3.9 hear inquiries and miscellaneous.

12.3 Subsidiary Motions re: Notice of Motion

Except in the case of a Notice of Motion intended to be an Amendment to the By-laws as contemplated in Article 17, an amending motion, or motion to defer consideration to a subsequent Meeting, or a motion to lay on the table, may not be applied to a motion in respect of which Notice of Motion has been previously given, except with the consent of the Trustee who gave such Notice of Motion.

12.4 Motion of Receipt Not Approval

12.4.1 A motion to receive or hear a delegation or presentation, or a motion to receive a communication or other matter shall not be construed as constituting the approval of the Board of Trustees.

12.5 Motions to Call the Question

No motion to Call the Question shall be in order on a main motion until all members wishing to speak have spoken once.

12.6 Motions to Refer

All motions to refer require appropriate and succinct instructions for the receiving body.

ARTICLE 13. PROTOCOL FOR DEBATE

13.1 Address of the Chair

The Chair of any Meeting shall be addressed in accordance with the preferences of the person occupying the position.

13.2 Member to Await Recognition

A member shall seek and await recognition by the Chair before speaking.

13.3 Conduct of Member in Debate

After recognition by the Chair, a Member shall at all times during debate:

13.3.1 maintain a courteous tone;

13.3.2 avoid personalities;

13.3.3 act in respectful manner to other members, staff, and the public;

13.3.4 avoid allusions to the motives of other members, staff, and the public;

13.3.5 refer to other Members by their last name or their ward;

13.3.6 address all debate, remarks, questions, and the like to the Chair; and

13.3.7 confine all remarks, questions, and the like to the motion which is the subject of debate.

13.4 Order of Discussion

On any motion, the mover of the motion may speak first and the seconder may speak second. The mover may request to be the last speaker to the motion.

13.4.1 Each person wishing to speak, will have the opportunity to speak once before any member shall speak for the 2nd time.

13.5 Time Limit on Speakers

No member shall speak more than once, or for longer than three (3) minutes, on the same motion without the leave of the Meeting, except that the mover of the main motion may, subject to the provisions of Article 13.4 and 13.6, have an additional two (2) minutes to reply.

13.5.1 A member's time limit shall not include time expended in staff responses and/or procedural discussions.

13.6 Time Limit on Debate

No matter, including any subsidiary motions, and points of information and answers related to it shall be debated longer than 30 minutes after it has been stated by the Chair. At the expiration of time for debate, and notwithstanding Article 13.8, the Chair shall put the question, "Is it the will of the meeting to extend debate for 15 minutes?" The vote shall be taken immediately without debate.

13.6.1 No more than two extensions of debate will be permitted.

13.7 Procedure When Time Limit Expires

In the event that a matter has not been disposed of at a meeting within the time limits set out in Article 12.6, then, notwithstanding anything in the by-laws, the Chair shall call for a motion to call the question; and if such a motion:

13.7.1 is not moved; or

13.7.2 if moved, is not seconded; or

13.7.3 if moved and seconded, is not passed;

the matter shall stand referred to the appropriate Committee or Board meeting.

13.8 Interruption of Speaker by Another Member

No Member who does not have the floor shall interrupt a Member who does have the floor except:

13.8.1 on a point of order;

13.8.2 on a question of privilege;

13.8.3 to request permission to withdraw a motion; or

13.8.4 to appeal a ruling of the chair;

and in the event that a Member interrupts a speaker in accordance with the authority provided in this Article, he or she shall first gain the recognition of the Chair and shall confine all remarks to the particular point.

13.9 Point of Information

A Member may rise on a point of information, that is, to make a request for information relevant to the matter under discussion but not related to procedural questions, only if the Member then speaking consents to the interruption, in which case the time consumed in responding to the point of information will be included as part of the speaker's allotted time. Should the member who is then speaking declines to be interrupted by the point of information, it will be heard next.

13.10 Motion May Be Read

Any member may require a motion under discussion to be read at any time in the debate, but not so as to interrupt any Member while speaking

13.11 Rulings of the Chair

Whenever the Chair is called upon to decide a point of order or procedure, the Chair shall, before deciding, state the rule applicable to the case, without comment, and the ruling of the Chair shall, subject to the right of appeal provided in Article 13.12, be final and binding.

13.12 Challenges to Rulings of the Chair

Any person entitled to vote on the main motion on the floor may appeal to the meeting from the ruling of the Chair on a point of order or procedure. Such an appeal must be seconded and may not be amended. The vote shall be determined by a majority vote and the results shall be final and binding. Such motion appealing the ruling of the Chair shall explain the basis for the challenge. The Chair shall put the question: "The ruling of the Chair has been appealed, is it the will of the meeting that the ruling of the Chair shall stand as the judgement of the meeting?" All those in favour of supporting or upholding the ruling of the Chair shall vote yes and those who do not support the ruling of the Chair vote no.

ARTICLE 14. VOTING

14.1 Voting

At the Board and Standing Committee meetings, every vote shall be recorded with the exception of: Approval of the Agenda, Approval of Minutes, Motions of Receipt of Presentations.

14.2 Voting

Each member, including the Chair, present at the meeting, seated at the Board table, and/or participating through electronic means, who has not declared a conflict of interest under the *Municipal Conflict of Interest Act* shall vote on all questions on which the Member is entitled to vote. Those who have declared a conflict of interest shall remove themselves from the area in

which the vote is being taken. Where the meeting is not open to the public, the Member shall leave the meeting room. Where the meeting is open to the public, the Member may leave the meeting room or may sit in the public gallery, but shall leave the area in which the vote is being taken.

14.3 Member Must be Present

Only Members present at the Meeting, seated at the Board table or participating by electronic means when a vote is taken shall have the right to vote.

14.4 Majority Vote Required

Except as otherwise provided in the *Education Act* or in these By-laws, an affirmative vote shall require a majority of the votes of the Members present either in person or electronically and entitled to vote.

14.5 Minimum Number

Any matter, on which there are fewer than two Members eligible to vote at a Committee Meeting shall automatically stand referred to the Board of Trustees

14.6 Methods of Voting

Every matter considered by the Board of Trustees or a Committee shall be disposed of by a recorded vote of all Members in one of the following ways (preference being given in the following sequence):

14.6.1 by general (or unanimous) consent, in which the Chair, exercising discretion, states that the motion will be adopted in the absence of objection;

14.6.2 by show of hands, in which each Member raises the Member's own hand in response to the request of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted;

14.6.3 by rising, in which each Member, as able, stands in response to the requests of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted and reported;

14.6.4 by recorded vote, in which each Member stands (as able) in place in response to

the requests of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the Chair has called the name of each Member as voting, respectively, in the affirmative, or in the negative, or in the case of selection from three or more alternatives, as voting in succession for one of the alternatives;

14.6.5 by ballot, in which each Member shall mark on a paper provided by the Secretary, the Member's choice from among the available alternatives, the papers being collected and counted immediately thereafter; and

14.6.6 by electronic voting machine, in which each Member shall indicate the Member's choice from among the available alternatives.

14.7 Declaration of Result

The Chair shall declare the result of all votes.

14.8 Division of the Question

At the request of any Trustee made before a vote is called by the Chair, any multiple-part question, each individual part of which is capable of independent implementation, shall be divided and voted upon as if each part were a separate motion. Such division shall not be permitted if doing so will alter the original intent of the motion.

ARTICLE 15. EXECUTION OF DOCUMENTS

15.1 Corporate Seal

The Seal in the form affixed in the margin hereof shall be the Corporate Seal of the Toronto Catholic District School Board.

15.2 Affixing the Corporate Seal

The Corporate Seal of the Toronto Catholic District School Board shall be in custody of the Secretary who shall be responsible for affixing it to such documents as may be required.

15.3 Corporate Seal Register

The Secretary shall keep a record of each use of the Corporate seal in a designated register.

15.4 Signing Authorities

All deeds, conveyances, mortgages, bonds, debentures, approved by the Board of Trustees shall be signed by the Director or any one of the associate Directors and either the Chair or Vice-Chair of the Board of Trustees.

15.5 Minutes

The Chair of the Board of Trustees or other presiding members and the Secretary shall sign the approved minutes of all Board and Committee Meetings.

15.6 By-laws

Every By-law, upon adoption, shall be signed by the Chair of the Board of Trustees, or the Chair of the Meeting at which it is adopted, and by the Secretary.

15.7 Certification of Documents

All certificates authenticating By-laws, resolutions or extracts of minutes shall be signed by the Chair of the Board of Trustees and the Secretary, and the Corporate seal shall be affixed thereto.

ARTICLE 16. BANKING

16.1 Bank Signing Officers

The signatures of two of:

16.1.1 the Chair of the Board of Trustees; or

16.1.2 the Vice-Chair of the Board of Trustees;

16.1.3 the Secretary;

16.1.4 the Treasurer;

(provided that one of the signatures must be that of the Secretary or Treasurer) are required when:

16.1.5 making, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring all or any cheques, promissory notes, drafts, acceptances, bills of exchange, order for payment of money, contracts for letters of credit and forward exchange; and

16.1.6 issuing cheques, drafts or orders for payment drawn on the bank accounts of the TCDSB.

16.2 Endorsement for Deposit

The Treasurer, by signature or by rubber stamp endorsement, may negotiate or deposit with, or transfer to, the bankers for the TCDSB, but for the credit only of the account of the TCDSB, all or any cheques, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money.

16.3 Signatures by Reproduction

Signatures of persons authorized to sign may be printed, lithographed, or otherwise mechanically or electronically reproduced as provided by the *Education Act*.

ARTICLE 17. AMENDMENTS TO BY-LAWS

17.1 Amendment after Notice

By-laws of the Board of Trustees may be amended from time to time at a Meeting of the Board of Trustees (such Meeting hereinafter referred to as the "later meeting") upon the affirmative vote of two-thirds of all Trustees provided:

17.1.1 written notice of motion proposing the amendment shall have been given at a regular meeting held prior to the later meeting;

17.1.2 the text and a brief statement of intended purpose of the amendment shall have been included in the notice of motion; and

17.1.3 the text of the amendment as so enacted is substantially the same as either the text set out in the notice of motion or the text as recommended by the appropriate Committee.

17.2 Review Cycle

17.2 The By-laws will be updated as required and reviewed at a minimum every four (4) years.

ARTICLE 18. REPEAL OF PRIOR BY-LAWS

18.1 Repeal of Prior By-laws

Subject to the provisions of Article 17.2 hereof, all prior By-laws, resolutions, and other enactments of the Board of Trustees heretofore enacted or made are repealed.

18.2 Exception

The provisions of Article 17.1 shall not extend to any By-law or resolution heretofore enacted for the purpose of providing to the Board of Trustees the power or authority to borrow.

18.3 Proviso

The repeal of prior By-laws, resolutions, and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-law, resolution, or other enactment.

ARTICLE 19. INDEMNIFICATION

19.1 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.~~

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, incurred by a Trustee who has been found not to have contravened Article 5 of the *Municipal Conflict of Interest Act*.