POLICY SECTION: **TRUSTEES**

SUB-SECTION:

POLICY NAME: **Trustees Code of Conduct**

POLICY NO: **T.04**

Date Approved:	**Date of Next Review:**	**Dates of Amendments:**
September 29, 2010	~~February 2019~~	April 4, 2012 February 24, 2016

Cross References:

Municipal Conflict of Interest Act, R.S.O. 1990, CHAPTER ***c.****M.50*
*Education Act****, R.S.O. 1990, c. E. 2***
~~T.01~~ Conflict of Interest : Trustees **Policy T.01**
Municipal Freedom of Information and Protection of Privacy Act ***R.S.O. 1990, c. m. 56***
Criminal Code**, R.S.C. 1985, c. C-46**
Ontario Human Rights Code, R.S.O. 1990, c. H. 19
Catholic Equity and Inclusive Education Policy H.M. 24
The Provincial Code of Conduct and School Board Codes of Conduct PPM No. 128

~~**Appendix A- Municipal Conflict of Interest Act**~~

Purpose:

The purpose of this policy is to provide trustees and student trustees with direction and guidelines for their conduct and role in Board Governance as a member of the Toronto Catholic District School Board.

Scope and Responsibility:

This policy applies to all trustees and student trustees of the Toronto Catholic District School Board who are responsible for ensuring compliance with this policy.

Alignment with MYSP:

Living Our Catholic Values

~~Strengthening~~ **Enhancing** Public Confidence

Fostering Student Achievement and Well-Being

Achieving Excellence in Governance

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Providing Stewardship of Resources

Inspiring and Motivating Employees

Policy

Deliberate with Many Voices: Act with One
"Act Justly, Love tenderly and walk humbly with your God" (Micah: 8)

Toronto Catholic District School Board trustees represent all ~~the citizens~~ **people** in the Catholic community in the City of Toronto and are responsible to the electorate through the democratic process. Fellow citizens have entrusted trustees through the electoral process **to serve as their advocates on behalf of all students in the community** ~~with the education of all students in the community they serve as their advocates.~~ The public is entitled to expect the highest standard from the school trustees ~~that it~~ **they** elect~~s~~.

Catholic trustees, as representatives of the Catholic community**,** must ensure that the mission of Catholic education, as part of the broader mission of the Church is fulfilled. ~~Because of this~~ **Catholic school trustees have a** unique and distinctive mission, ~~Catholic school trustees~~ **and must** honour a set of additional expectations that have been set for them by the Church and by the Catholic community. The vocational call to trusteeship is to serve.

Regulations:

1. Faith, Community and Culture

   Each Toronto Catholic District School Board Trustee ("Trustee") shall, within the duties prescribed in the Education Act, its Regulations and other applicable legislation and reflecting a ministry within the Church:

   a) appreciate that Catholic schools are an expression of the teaching mission of the Church;
   b) provide an example to the Catholic Community that reflects the teaching of the Church;
   c) facilitate the best possible Catholic education according to the programs approved by the provincial Minister of Education and supported by the Canadian Conference of Catholic Bishops;

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d) recognize and rigorously defend the constitutional right of Catholic education and the democratic and corporate authority of the Board;
e) respect the confidentiality of the Board;
f) ensure the affairs of the Board are conducted with **equity,** openness, justice and compassion;
g) work to improve personal knowledge of current Catholic educational research and practices;
h) affirm a strong sense of ~~Christian~~ Catholic Community~~; and~~
i) provide support, encouragement and prayer for the efforts of all persons engaged in the ministry of Catholic Education in Canada~~.~~ **; and**
j) ~~S~~share in the distribution of Board workload including preparing, attending and participating in meetings, committee or other assignments as appointed.

2. Integrity and Dignity of Office

Trustees occupy positions of public trust and confidence. They are expected to discharge their duties and responsibilities in a professional and ethical manner, consistent with Gospel Values, the teachings of the Catholic church, the *Education Act* and Regulations, the *Municipal Freedom of Information and Protection of Privacy Act* and Regulations, the *Municipal Conflict of Interest Act*, the Board's By-Laws and Policies and any other Act or Regulation that may be applicable to the Trustee's duties. Trustees are compelled to act on or report breaches **of law**, fraud, and/or conflicts ~~to~~ which they witness or come to their attention.

3. Civil Behaviour

Trustees share in the responsibility for creating a positive environment that is safe, harmonious, comfortable, **equitable,** inclusive and respectful. As stewards of the system, Trustees are held to a high standard of conduct and should serve as role models of exemplary behaviour reflective of the values articulated in the Ontario Catholic School Graduate ~~e~~**E**xpectations.

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The following requirements do not adversely affect any right or privilege guaranteed under the Constitution Act 1867: the Canadian Charter of Rights and Freedoms, or the Ontario Human Rights Code.

Among other things, Trustees should:

- respect and comply with all applicable federal, provincial and municipal laws;
- demonstrate honesty and integrity;
- respect differences in people, their ideas, and their opinions;
- treat one another with dignity and respect at all times, and especially when there is disagreement**;**
- respect and treat others fairly, regardless of, for example, race, ancestry, place of origin, colour, ethnic origin, citizenship, religion, gender, sexual orientation, **gender identity, gender expression, age, marital status, family status,** ~~age~~, or disability; and
- respect the rights of others.

In performing their duties as trustees, and in all matters of communication including**: texts; social media,** email**;** telephone**;** and face-to-face meetings with staff, parents and other stakeholders, appropriate language and professionalism are expected. Trustees must adhere to all pertinent Board policies.

Subject to the duty of a Trustee under section 218.1(e) of the *Education Act* to uphold the implementation of any Board resolution after it is passed by the Board, a Trustee may comment on, or disagree with, a decision taken by the Board.

Any Trustee who fails or refuses to comply with the rules of the Board, uses offensive language, disobeys the decisions of the Chair or the Board on points of order **at Board meetings**, or makes any disorderly noise or disturbance **at a Board meeting** may be ordered by the Chair to leave for the remainder of the meeting, and in the case of a refusal to do so, may, on the order of the Chair, be removed from the room where such meeting is taking place and/or the Board Office. Such a removal will be recorded in the Minutes of the meeting.

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Section 207(3) of the *Education Act* addresses the exclusion of persons from board meetings. It provides: "The presiding officer may expel or exclude from any meeting any person who has been guilty of improper conduct at the meeting."

4. Complying with Legislation

All Trustees will comply with the letter and spirit of all laws of Canada and the Province of Ontario and any contractual obligations of the Board in conducting the business of the Board.

The Trustees acknowledge they may only act on behalf of the Board through resolution and may not act individually or purport to represent the interests of the Board without the knowledge and consent of the Board of Trustees shown through resolution.

Trustees shall ensure that all information they communicate in the course of their duties is accurate and complete.

It is every Trustee's responsibility to **be familiar with** ~~familiarize themselves with their~~ **the** duties and any requirements ~~of them~~ as prescribed by the *Education Act*, the *Municipal Freedom of Information and Protection of Privacy Act*, the *Municipal Conflict of Interest Act*~~,~~ ~~and~~ any other Act or Regulation that may be applicable to the Trustee's duties ~~from time to time,~~ and/or Ministry of Education requirements~~,~~ ~~and~~ the Board's By-Laws, Policies and General Administrative Procedures.

All Trustees are expected to comply with the following duties of board members as set out in section 218.1 of the *Education Act*~~:~~ ~~(as amended from time to time):~~

"A member of a board shall,

a) carry out his or her responsibilities in a manner that assists the board in fulfilling its duties under this Act, the regulations and the guidelines issued under this Act, including but not limited to the board's duties under section 169.1;
b) attend and participate in meetings of the board, including meetings of board committees of which he or she is a member;

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c) consult with parents, students and supporters of the board on the board's multi-year plan under clause 169.1(1)(f);
d) ~~use appropriate communication protocols to~~ bring concerns of parents, students and supporters of the board to the attention of the board;
e) uphold the implementation of any board resolution after it is passed by the board;
f) entrust the day-to-day operations and management of the board to its staff through the Board's Director of Education;
g) maintain focus on student achievement and well-being ~~through the development of policies;~~ and
h) comply with the Board's code of conduct."

5. Upholding Decisions

As a corporate body**,** ~~of~~ Trustees must:

a) accept that authority rests with the Board and that they have no individual authority other than that delegated by the Board;
b) uphold the implementation of any Board resolution after it is passed by the Board;
c) comply with Board policies and procedures; and
d) refrain from speaking on behalf of the Board unless authorized to do so.

6. Avoidance of Personal Advantage and Conflict of Interest

All Trustees are expected to comply with the provisions of the Municipal Conflict of Interest Act, ~~attached as Appendix A~~ **Municipal Conflict of Interest Act R.S.O. 1990, chapter M.50 ,** which requires that Trustees declare and disclose the general nature of the interest for all direct and indirect pecuniary conflicts of interest and abstain from making a decision.

Trustees are not permitted to vote on or discuss matters in which they have a direct or indirect pecuniary interest. The direct or indirect pecuniary interest of a parent, spouse or child is deemed to be the interest of the Trustee. Subsection 3(1) of the ***Municipal Conflict of Interest*** *Act* provides:

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> "For the purpose of this Act, the pecuniary interest, direct or indirect, of a **parent or the** spouse~~...~~or any child of the member shall, if known to the member, be deemed to be also the pecuniary interest of the member."

Any direct or indirect financial interest on the part of the Trustee may raise a conflict of interest. A direct conflict of interest will arise where the Trustee himself or herself stands to benefit or suffer financially by a decision of the Board.

Where a Trustee, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, or any other conflict of interest in any matter and is present at a meeting of the Board at which the matter is the subject of consideration, the Trustee shall:

a) prior to any consideration of the matter of the meeting, disclose the interest and the general nature thereof;
b) not take part in the discussion of, or vote on any question in respect of the matter; ~~c)not discuss the issue with any other person;~~
c) not attempt in any way whether before, during or after the meeting to influence the voting on such question; and
d) **where the meeting is not open to the public, in addition to complying with c) above, the trustee shall forthwith** leave the meeting or the part of the meeting during which the matter is under consideration.

Where the interest of the Trustee has not been disclosed by reason of the Trustee's absence from the meeting, the Trustee shall disclose the interest and otherwise comply with the above requirements ~~of~~ **at** the first meeting of the Board attended by the Trustee after the meeting referred to above.

When the meeting is open to the public, every declaration of interest shall be recorded in the minutes of the Board **or Committee** meeting. When the meeting is not open to the public, every declaration of interest, **but not the general nature of that interest,** shall be recorded in the minutes of the next meeting of the Board that is open to the public.

At a meeting at which a trustee discloses an interest, or as soon as possible afterwards, the trustee shall file a written statement of the interest and its general nature with the Director of Education in his/her capacity as secretary of the Board.

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The Board shall establish and maintain a registry in which shall be kept:
a) The written statement filed by a trustee disclosing an interest and its general nature.
b) A copy of the minutes of the meeting at which a declaration of interest was recorded.

It is an expectation of the Board that Trustees will not only comply with the requirements of the *Municipal Conflict of Interest Act*, but also avoid conflicts of interest as defined by this Code of Conduct.

Every Trustee is responsible and accountable for exercising good judgement and avoiding situations that might present a conflict of interest**.** or the appearance of a conflict of interest**.** ~~, and where a conflict of interest might exist each Trustee has an affirmative duty to disclose such conflict when it becomes apparent.~~

No Trustee shall use his or her position, authority or influence for personal, financial or material gain or **for** personal business purposes or for the personal, financial or material gain or business purposes of a relative, friend and/or business associate. Every Trustee shall uphold and enhance all Board business operations by:

a) maintaining an unimpeachable standard of integrity in all their relationships, both inside and outside the Board;
b) fostering the highest standard of professional competence amongst those for whom they are responsible;
c) complying with and being seen to comply **with** the letter and spirit of:
    - The laws of Canada and the Province of Ontario,
    - Contractual obligations applicable to the Board; ~~and~~
d) rejecting and denouncing any business practice that is improper or inappropriate or **that** may appear to be improper or inappropriate.

A Trustee shall not use his or her position, authority or influence to give any person or organization special treatment that might, or might be perceived to, advance the interests of the Trustee, or the interests of a relative, friend and/or business associate of the Trustee.

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A Trustee must not participate in any decision or recommendation in which he or she or a relative, friend or business associate may have a financial, commercial or business interest.

Where a trustee, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter that is being considered by an officer or employee of the Board, or by a person or body to which the Board has delegated a power or duty, the trustee shall not use his or her office in any way to attempt to influence any decision or recommendation that results from consideration of the matter.

~~All Trustees shall disclose a conflict of interest and/or the general nature of the interest, to the Board of Trustees.~~

7. Lobbying

A lobbyist is an individual, business or organization that is lobbying a member of the ~~b~~**B**oard. It is usually defined as direct or indirect efforts to solicit support and influence decisions on behalf of another party or an organization, often away from public scrutiny.

a) "Consultant lobbyist" means a person who, for payment**,** lobbies on behalf of a client and includes, but is not limited to government relations consultants, lawyers, accountants, or other professional advisors who provide lobbying services for their clients;

b) "Corporate in house lobbyist" means an owner or employee of a company or corporation that carries on commercial activities for financial gain.

On occasion, lobbyists may attempt to communicate with Trustees for the purpose of influencing Trustees with respect to the procurement of goods and services and the awarding of contracts. Trustees ~~may~~ **must** re-direct such inquiries to the Director of Education. Trustees must not communicate with a lobbyist during a procurement process and must not use their influence to gain nor advance the interests of any particular party during a procurement process.

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Trustees shall be vigilant in their duty to serve public interest when ~~faced~~ **dealing** with lobbying activity.

8. Respect for Confidentiality

All Trustees acknowledge that, as part of their duties to the Board they may be privy to private, confidential **information including information that is** ~~and/or~~ legally privileged**,** financial, business**, or** ~~and/or commercial~~ **labour relations** information belonging to the Board that may provide a financial, business, commercial or competitive advantage**.** ~~, and that they~~ **In addition, trustees** may be privy to private and confidential student ~~and~~ **or** personnel information, and/or legal matters and opinions. ~~Such information may include, but is not limited to, information relating to the Board's organizational structure, operations, business plans, technical projects, business costs, research data results, inventions, trade secrets or other work produced, developed by or for the Board.~~

Except as required by law, all Trustees and former Trustees agree not to use, directly or indirectly, for the Trustee's benefit or the benefit of any person, organization, firm, or other entity, the Board's proprietary or confidential information disclosed or entrusted to that Trustee, and Trustees recognize that such inappropriate use of confidential information for their benefit may constitute a breach of trust contrary to section 122 of the Criminal Code (Canada).

The confidentiality of personal/educational student and family information received in the course of duties must be respected, protected and kept confidential. Information received should not be discussed or reviewed in public or where another student, parent, employee or member of the school community or public could accidentally overhear or read such information.

Except as required by law, and in accordance with the *Education Act* and *Municipal Freedom of Information and Protection of Privacy Act*, all Trustees agree not to use or disclose the personal and/or educational information of students and their families that may come to the attention of a Trustee.

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A Trustee's duty of confidentiality with respect to private and confidential financial, business and/or commercial information, personnel information, student information, and legal matters and opinions survives his or her term as Trustee.

9. Board Resources

No Trustee shall use Board resources for personal gain including re-election campaign work. No Trustee shall permit relatives, friends and/or business associates to use Board resources for personal gain. Trustees recognize that such inappropriate use of Board resources, directly or indirectly, for their benefit may constitute a breach of trust contrary to section 122 of the *Criminal Code* (Canada).

All Trustees shall comply with Board Policies and General Administrative Procedures regarding the use of Board resources, including information technology resources.

10. Enforcement of Code of Conduct and the *Municipal Conflict of Interest Act*

In accordance with the provisions of section 218.3 of the Education Act, a breach of this Code of Conduct by a Trustee may be dealt by the following procedures:

A Trustee who has reasonable grounds to believe that another Trustee has breached this Code of Conduct may bring the alleged breach to the attention of the Board alternatively a Roman Catholic Elector and Eastern Right Catholics may petition ~~to~~ the Board of Trustees directly.

If an alleged breach is brought to the attention of the Board, the Board shall make inquiries into the matter and shall, based on the results of the inquiries, determine whether there has been a breach.

If the Board determines that a Trustee has breached this Code of Conduct, the Board may impose one or more of the following sanctions; progressive approach to sanctions will be considered when dealing with Trustee issues including personal contact, clarification, redirection, request for an apology, reprimand, censure and or other sanctions as per board motion:

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a) Censure of the Trustee.
b) Barring the Trustee from attending all or part of a meeting of the Board or a meeting of a committee of the Board.
c) Barring the Trustee from sitting on one or more committees of the Board, for the period of time specified by the Board.
d) Removal of the Chair or Vice-Chair of the Board or Committee.

A Trustee who is barred from attending all or part of a meeting of the Board or a meeting of a committee of the Board is not entitled to receive any materials that relate to that meeting or that part of the meeting that are not available to the members of the public.

In appropriate circumstances, the Board may also resolve to disassociate the Board from any action or statement of a Trustee.

If a Board determines that a Trustee has breached this Code of Conduct, the Board shall give the Trustee written notice of the determination and of any sanction imposed by the Board.

The notice shall inform the Trustee that he or she may make written submissions to the Board in respect of the determination or sanction by the date specified in the notice that is at least 14 days after the notice is received by the Trustee.
The Board shall consider any submissions made by the Trustee and shall confirm or revoke the determination within 14 days after the Trustee's submissions are received.

If the Board revokes a determination that a Trustee has breached this Code of Conduct, any sanction imposed by the Board is also revoked.

If the Board confirms a determination that a Trustee has breached this Code of Conduct, the Board shall, within 14 days after the Trustee's submissions were received, confirm, vary or revoke the sanction(s) imposed by the Board.

If a sanction is varied or revoked, the variation or revocation shall be deemed to be effective as of the date the original determination about the alleged breach was made by the Board.

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Despite subsection 207(1) of the *Education Act* which requires meetings of the Board to be open to the public, but subject to the requirements below for specific resolutions of the Board to be made in public, the Board may close to the public the part of the meeting during which a breach or alleged breach of this Code of Conduct is considered when the breach or alleged breach involves any of the following matters:

a) the security of the property of the Board;
b) the disclosure of intimate, personal or financial information in respect of a Trustee or committee, an employee or prospective employee of the Board or a student or his or her parent or guardian;
c) the acquisition or disposal of a school site;
~~d)A progressive approach to sanctions will be considered when dealing with Trustee issues including personal contact, clarification, redirection, request for an apology, reprimand, censure and or other sanctions as per board motion;~~
d) decisions in respect of negotiations with employees of the Board; or
e) litigation affecting the Board.

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

a) Make a determination that a Trustee has breached this Code of Conduct.
b) Impose a sanction on a Trustee for a breach of this Code of Conduct.
c) Confirm or revoke a determination regarding a Trustee's breach of this Code of Conduct.
d) Confirm, vary or revoke a sanction after confirming or revoking a determination regarding a Trustee's breach of this Code of Conduct.

A Trustee who is alleged to have breached this Code of Conduct shall not vote on any of the resolutions listed above.

When a resolution ~~listed~~ **described** above is passed, the resolution shall be recorded in the Minutes of the meeting.

The *Statutory Powers Procedure Act* does not apply to any of the enforcement provisions under section 218.3 of the Education Act.

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Nothing in this Code of Conduct prevents a Trustee's breach of the *Municipal Conflict of Interest Act* from being dealt with in accordance with that Act.

A trustee who is subject to a Board inquiry to determine whether the trustee has breached the Code of Conduct has a right to retain and be represented by legal counsel throughout the process. Legal expenses **incurred by the trustee** will not be ~~paid~~ **reimbursed** unless extraordinary circumstances are determined by Board motion.

The required vote on any resolutions of determination or sanctions will be made by a 2/3 majority of all Trustees on the Board not including the accused Trustee.

11. Guidelines for Gifts and Hospitality

    Moderate hospitality and gifts are an accepted courtesy of a business relationship. However, the recipients should not allow themselves to reach a position whereby they might be influenced in making a business decision as a consequence of accepting such hospitality.

    Trustees should not use their position for improper gain or benefit, nor under any circumstances accept gifts of more than ~~$25.00~~ **$100.00**.

12. This document will be ~~present and~~ reviewed with newly elected Trustees and signed only as having been received and understood.

Definitions:

Trustee

A person elected or acclaimed to the office of trustee of the Board pursuant to the provisions of the *Municipal Elections Act* or appointed to the office of trustee pursuant to the provisions of the Education Act.

Evaluation and Metrics:

The effectiveness of the policy will be determined by measuring the following:

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There will be a review by Trustees of this policy every two years ~~starting in January 2018~~ to ensure understanding, awareness and effectiveness.