

Appendix A



Ontario Catholic School
Trustees' Association

2020 ANNUAL GENERAL MEETING

RESOLUTIONS



Ontario Catholic School Trustees' Association

Our Mission

Inspired by the Gospel, the Ontario Catholic School Trustees' Association provides the provincial voice, leadership and service for elected Catholic school trustees to promote and protect publicly funded Catholic education in Ontario.

Our Vision

Ontario is enriched by a publicly funded Catholic education system governed by locally elected Catholic school trustees who serve with faith, commitment and compassion.

Explanation of Committee Recommendations & Resolution Session Procedures in a Virtual Meeting Atmosphere

Resolution sessions will be conducted using “**Robert’s Rules of Order**” and the provisions of the OCSTA Constitution. The chairperson of the session will ensure compliance with their rules.

Explanation of Committee Recommendations

The **Resolutions** Committee will study the resolutions and offer recommendations on the best way to meet their intent. The recommendations and their implications are:

- i. **Approve**
The direction given in the “therefore be it resolved” section of the resolution will be carried out.
- ii. **Approve and refer to the committee for appropriate implementation.**
The resolution will be forwarded to the designated committee for implementation.
- iii. **Receive and refer to the committee for study.**
The resolution will be forwarded to the designated committee for study. Following the study and receipt of the committee’s recommendation, the Board of Directors will determine whether or not the resolution will be implemented.
- iv. **Not support**
No action will be taken.
- v. **No recommendation**
The committee is not making any recommendation with respect to the resolution.
- vi. **No action required**
The intent of the resolution has been met. No further action will be taken.

Resolution Session Virtual Procedures

Delegates wishing to speak to a resolution must “**Raise their Hand**” **virtually**. The delegate’s microphone will be unmuted and they will be called upon to state their name and the name of their respective Board.

The mover of a resolution will have the opportunity to be the first and last to speak to that resolution. Other trustees may speak **once** to a resolution.

The chairperson may declare a motion out of order giving the reasons for doing so. The chairperson’s decision may be challenged by a majority vote of those voting delegates at the session when the vote is called.

Voting on resolutions including, proxies, will be conducted by a virtual “Raised Hand” after each resolution is presented and discussed.

Note Re Quorum: *Quorum for the transaction of business at any meeting of the Members shall require the presence in person (virtually) or by proxy of not less than a total of forty (40) current Members.”*

Grouped Resolutions

- a. the chair of the session will ask for a mover and seconder to approve the **grouping** of various related resolutions.
- b. the chair of the session will ask for movers and seconders for the committee recommendation for each group.
- c. delegates will vote on the committee recommendation for each group.

Delegates may request that any resolution(s) be removed from a “group” to be handled individually. These will be addressed when the group from which they have been removed has been dealt with.

Resolutions Handled Individually

A. Resolutions with committee recommendations

1. The chair of the session will announce the resolution number and the name of the sponsoring board:
 - the chair will call for the sponsoring board to move and second **the committee recommendation;**
 - delegates will speak to the committee recommendation;
 - delegates will vote on the committee recommendation.
2. If the sponsoring board does not move the committee recommendation:
 - the chair will call for the sponsoring board to move their **original resolution;**
 - delegates will speak to the resolution;
 - delegates will vote on the resolution.
3. If the original resolution is not moved by the sponsoring board, the resolution will be withdrawn.

B. Resolutions without committee recommendations

1. These resolutions will be handled as follows:
 - the chair will call for the sponsoring board to move their **original resolution;**
 - delegates will speak to the resolution;
 - delegates will vote on the resolution.
2. If the original resolution is not moved by the sponsoring board, the resolution will be withdrawn.

C. Amendments

Amendments relate to the “therefore be it resolved” section of the resolution and **must be submitted in writing** to the chairperson, through the Q & A Chat feature of the webinar.

The chairperson will consider the amendment and, if necessary, discuss it with the parliamentarian or others to ensure that it is clearly understood.

- ❑ the chair will **read** the amendment;
- ❑ delegates will speak to the amendment;
- ❑ delegates will vote on the amendment;
- ❑ delegates will vote on the resolution as amended.

If the amendment is defeated:

- ❑ delegates will be asked to speak to the original resolution;
- ❑ delegates will vote on the original resolution.

D. Members' Discussion Rights

Under Article 5.11 (*Members Discussion Rights*), a Member may raise a matter for discussion at the Annual General Meeting. Subject to the provisions in Articles 5.10 to 5.10.5, and 5.11, the item may be addressed, and may be referred to a committee of OCSTA for further consideration, but it shall not be put to a vote at the meeting at which it has been raised.

If the Member continues such discussion for three minutes or more, the Chair of the meeting may interrupt the Member and permit others to speak and/or make any subsidiary motion related thereto.

Revised May 22, 2020

RESOLUTION A-20

Moved by: Patrick Daly **OCSTA Board of Directors**

Seconded by: Michelle Griepsma

Topic: **Amendments to the “Amended and Restated By-law Number 2019-01, A By-law Relating Generally to the Conduct of Its Affairs” (“OCSTA By-Law”)**

Whereas: the Halton CDSB now has an enrolment in excess of 35,000 FTE students, which meets the criteria for constituting a separate Region and such a Region is entitled to select one (1) Regional Director;

And Whereas: on December 6, 2019 the Board of Directors approved a motion to amend the By-Laws to alter the boundaries of Region 11 and designate an additional Region 13, and to clarify the completion of term of the two Regional Directors elected in Region 11 in 2019;

And Whereas: on December 6, 2019 the Board of Directors approved a motion to amend Article 5.11 (Members’ Discussion Right) of the OCSTA By-Laws to reflect the intent and consistency with the wording of the Explanation of Committee Recommendations & Resolution Session Procedures;

And Whereas: on February 7, 2020, by resolution # A-20, the Board of Directors approved amendments to the OCSTA By-Law to reflect such changes in Regions and Members’ Discussion Right, subject to confirmation by the Members at the next meeting of the Membership;

Therefore be it Resolved:

that the OCSTA Amended and Restated By-Law Number 2020-01 is hereby confirmed by the Members, as set out in Schedule 1 to this Resolution.

Committee Recommendation

Approve.

Schedule 1 to Resolution A-20
Amended and Restated By-law Number 2020-01,
A By-law Relating Generally to the Conduct of Its Affairs



Amended and Restated
By-law Number 2020-01

A By-law Relating Generally to
the Conduct of Its Affairs

[Schedule 1 to Resolution A-20](#)
[Amended and Restated By-law Number 2020-01,](#)
[A By-law Relating Generally to the Conduct of Its Affairs](#)

ONTARIO CATHOLIC SCHOOL TRUSTEES' ASSOCIATION

AMENDED AND RESTATED BY-LAW NUMBER 2019- 1

A By-law relating generally
to the conduct of the affairs of the
ONTARIO CATHOLIC SCHOOL TRUSTEES' ASSOCIATION

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ONTARIO CATHOLIC SCHOOL TRUSTEES' ASSOCIATION

WHEREAS the Ontario Catholic School Trustees' Association (hereinafter the "**Corporation**") was incorporated by Letters Patent issued under the Ontario *Corporations Act* and dated July 30, 1969 as amended by Supplementary Letters Patent dated July 11, 1979; June 18, 1997; and January 24, 2002;

AND WHEREAS it is considered expedient to enact a new General By-law relating generally to the conduct of the affairs of the Corporation, which complies with the requirements of the Ontario *Corporations Act* and will comply with the *Not-for-Profit Corporations Act* when the latter comes into force, and repeals all former By-laws of the Corporation;

BE IT THEREFORE ENACTED and Amended as By-law ~~2019~~2020-1 of the Corporation as follows:

0. INTRODUCTION

0.1 PREAMBLE

The wisdom, sacrifices and strivings of dedicated Canadians have created and preserved for us a school system that offers a God-centred vision of life, shaped by Jesus and his gospel, and open to the signs of the times under the guidance of the Holy Spirit.

The Corporation dedicates itself to the preservation of a school system in this province conceived in this belief and dedicated to this truth. To achieve these ends, the following shall be the objectives of the Corporation.

0.2 OBJECTS

Whereas the Objects of the Corporation are:

1. TO maintain the constitutional rights of Roman Catholic School Boards and their supporters;
2. TO recommend improvements in the legislation and regulations affecting the Roman Catholic Schools of Ontario;
3. TO assist Catholic boards in attaining the highest standards in the operation of such schools by offering a medium for the exchange of information and the development of consensus among them;
4. TO promote knowledge of and appreciation for the aims and objectives of Catholic schools through conferences, meetings, exhibitions, research, publication of studies and the presentation of statements;
5. TO participate with organizations and authorities, including the Catholic Bishops of Ontario, in elaborating and advancing mutually agreeable policies in favour of Catholic education;

6. TO cooperate in other relationships established to pursue progress in education;
7. TO encourage local, regional, diocesan, provincial and national initiatives and support and/or sponsor programs apt to strengthen the competence and commitment of Catholic school trustees;
8. TO accept donations, gifts, legacies, bequests and grants in support of the aforesaid objects;
9. TO engage or participate in provincial labour negotiations on behalf of its Member Boards, or pursuant to legislation.

1. INTERPRETATION

1.1 Meaning of Words

In this By-law and in all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 “**Act**”, unless qualified by the word “Education”, means the *Corporations Act*, R.S.O. 1990, c.C.38, as amended from time to time;
- 1.1.4 “**Annual Meeting**” shall mean a meeting of the Members, as defined in Section 5.1 herein;
- 1.1.5 “**Articles**” means any document or instrument that modifies the letters patent of the Corporation, including supplementary letters patent, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, or articles of revival;
- 1.1.6 “**Board**” shall mean the Board of Directors for the Corporation;
- 1.1.7 “**CCSTA**” means the Canadian Catholic School Trustees’ Association;
- 1.1.8 “**CDSB**” means a Catholic District School Board in the Province of Ontario;
- 1.1.9 “**Committee**” means any committee of the Board established pursuant to this By-law but does not include the First Nation Trustees’ Advisory Council;
- 1.1.10 “**Corporation**” means Ontario Catholic School Trustees’ Association;
- 1.1.11 “**Director**” includes Elected and Regional Directors;

- 1.1.12 “**FTE**” means full time equivalent number of students calculated in accordance with Ontario Ministry of Education formulae;
- 1.1.13 “**Government Regulations**” means the regulations made under the Act or the ONCA, as applicable, as amended, as restated or in effect from time to time;
- 1.1.14 “**Member**” means an individual who is a Member of the Corporation, as defined in Section 4.1 of this By-law;
- 1.1.15 “**ONCA**” means the *Not-for-Profit Corporations Act*, S.O. 2010, c.15, as amended from time to time;
- 1.1.16 “**Ordinary Resolution**” means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;
- 1.1.17 “**Past President**” means the person who is qualified as a Director, whose term of office as President has most recently expired, and who is willing to serve as such;
- 1.1.18 “**President**”, following the coming into force of the ONCA, means the Chair of the Board within the meaning of the ONCA;
- 1.1.19 “**Poll**” includes a vote in any written form;
- 1.1.20 “**Record Date**” means the date as of which the current membership of the Corporation is determined, which shall be fifty (50) days prior to the event or action to which the Record Date relates¹;
- 1.1.21 “**Region**” means a CDSB or group of CDSBs so designated for the purpose of selecting Regional Directors;
- 1.1.22 “**Regional Director**” means a Regional Director described in Section 6.1;
- 1.1.23 “**Resolution**” shall mean an Ordinary Resolution unless this By-law or the *Act* specifies otherwise;
- 1.1.24 “**Special Meeting**” shall mean a meeting of the Members as defined by Section 5.12 herein;
- 1.1.25 “**Special Resolution**” means:
- 1.1.25.1 while the Act is in force, a resolution approved by the Board and confirmed, with or without variation, by two-thirds (2/3) of the vote

¹ Under S.54(1) of the ONCA, the record date must be less than 50 days prior to the event or action to which it relates.

cast at a meeting of Members called to consider the Special Resolution, or by the consent in writing of all of the Members; and

- 1.1.25.2 following the coming into force of the ONCA, a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Members' attorney.

1.2 Severability

- (1) Each of the provisions of this By-law shall be independent and severable, and the invalidity or unenforceability in whole or in part of any one or more of such provisions shall not be deemed to impair or affect in any manner the validity, enforceability or affect the remainder of the By-law, and in such event all the other provisions of this By-law shall continue in full force and effect as if such invalid provision had never been included herein.

2. HEAD OFFICE

2.1 Location of Head Office

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario, and at such place therein as the Board may from time to time determine.

2.2 Establishment of Provincial Office by Directors

- (2) The Board shall provide for a provincial office and staff to be named, remunerated, and in all things, supervised by the duly elected Officers of the Corporation and in accordance with the requirements of this By-law.

3. COAT OF ARMS AND CORPORATE SEAL

3.1 Coat of Arms

The official Coat of Arms of the Corporation shall be that approved by the Executive in 1955 - a facsimile whereof is appended hereto, and the motto of the Corporation shall be "Primo Prima" - "First Things First".

3.2 Seal

- (3) The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

4. MEMBERSHIP

4.1 Class of Membership

The Corporation shall have one class of Members.

4.2 Membership Eligibility

Subject to Section 0 of this By-law, all individuals who are currently elected Trustees of a CDSB shall be *ex officio* Members of the Corporation.²

4.3 Membership Fee

The Board shall, from time to time, fix the annual membership fee and any additional assessment fees, which shall be payable by the CDSBs of which the Members are, respectively, Trustees.

Termination of Membership

A membership ceases to exist when:

- 4.3.1 the Member ceases to be eligible under a provision of the Act or this By-law;
- 4.3.2 the CDSB for which the Member is a Trustee fails to submit the annual membership fee and any assessment fees within ninety (90) days of receiving notice of the amount due;
- 4.3.2.1 provided that the Board in its discretion may by resolution extend such time limit;
- 4.3.3 the Corporation is liquidated or dissolved.³
- 4.4.4 The termination of a membership for any reason does not affect the responsibility or the liability of their CDSB for payment on the Trustee's behalf of any membership fees or other assessment outstanding at the time of termination.
- 4.4.5 The rights of a Member, including any rights in the property of the Corporation, cease to exist on termination of the membership.⁴

² Allowable under S.48(2) of ONCA

³ These subsections are included to make applicable the operation of S.50(1) of the ONCA.

4.4 Reinstatement of Membership

Any Member whose membership has been terminated due to the non-payment of a fee or assessment shall be reinstated without further formality upon receipt by the Corporation of the amount due.

4.5 Transferral of Membership

(4) Membership is not transferrable.

5. MEETINGS OF MEMBERS

5.1 Minimum Requirement

The Corporation will hold at least one (1) meeting per year of the Members, and that shall be the Annual Meeting. Special Meetings shall be held as provided in Section 5.12 of this By-law.

5.2 Date, Time and Place of Meetings

The Annual and any Special Meetings of the Members shall be held at such time and on such day as the Board shall appoint, at the Head Office of the Corporation or elsewhere in Ontario as the Board may determine.

5.3 Admission to Meetings

Meetings of the Members shall be open only to:

5.3.1 Members eligible to vote, as defined by Section 5.4 herein;

5.3.2 Directors;

5.3.3 The auditor, if an Annual Meeting;

5.3.4 such other persons who are entitled or required under any provision of the *Corporations Act* or the ONCA (as applicable), the Articles, and/or By-Laws of the Corporation;

5.3.5 CDSB Directors of Education; and

5.3.6 CDSB Student Trustees and other Persons, if admitted at the invitation of the Chair or by Resolution of the Members.

5.4 Member Eligibility to Vote

Only those Members who are Trustees of CDSBs which have paid the annual membership and any outstanding assessment fees as of the Record Date, will be eligible to vote at a meeting of the Members.

⁴ This sentence is included to make applicable the operation of S.50(2) of the ONCA.

5.5 Voting by Members

- 5.5.1 The method of voting at any meeting of Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise required by the By-Law, the Corporations Act or the ONCA (as applicable). In the case of an equality of votes, the vote shall be deemed to have been lost.
- 5.5.2 Notwithstanding registration at a meeting, no Member shall be entitled to vote at meetings of the Corporation unless present at such meeting in person or by proxy; for the purposes of this Section 5.5, a person is not present at the meeting unless the person (or the proxy) is physically present in the room or other space (including overflow space) in which the meeting is conducted;
- 5.5.3 At all meetings of Members every question shall be decided by a show of hands unless otherwise required by the By-Law, the *Corporations Act* or the ONCA (as applicable), or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.6 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

5.7 Proxy Voting

Every Member entitled to vote at a meeting of the Members may by means of proxy appoint a proxyholder, or one or more alternate proxyholders, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, the ONCA, and the Government Regulations.

A proxy must be:

- 5.7.1 in writing;
- 5.7.2 signed by the Member or the Member's Attorney,

- 5.7.3 be deposited with the Secretary of the Corporation no later than forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members;
- 5.7.4 in such form as the Board prescribes; and
- 5.7.5 meet any additional requirements of the *Corporations Act* or regulations or the ONCA or regulations (as applicable).

A proxy shall only be valid at the meeting in respect of which it is given, or if that meeting is adjourned, at the meeting that continues the adjourned meeting.

A proxy may be revoked by a Member by depositing a written and signed revocation which must be received at the registered head office of the Corporation at any time up to and including the last business day before the meeting at which the proxy is to be used, or by depositing same with the chair of the meeting on the day of the meeting.

The Corporation shall send, or otherwise make available, the form of proxy to each Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.⁵

5.8 Business at Annual Meetings

Annual Meetings shall be called by the Board and shall be held no later than fifteen (15) months after the preceding Annual Meeting on such a day and place as the Board shall determine.⁶

The agenda for the Annual Meeting shall include the following matters of business:

- 5.8.1 consideration of the minutes of the previous Annual Meeting;
- 5.8.2 consideration of any proposed By-law amendments;
- 5.8.3 consideration of Resolutions submitted by CDSBs in accordance with Section 5.9;
- 5.8.4 consideration of the financial statements of the Corporation;
- 5.8.5 appointment of the auditor;
- 5.8.6 approval of the auditor's report;
- 5.8.7 election of the President, Vice President, and CCSTA Representative, if an even-numbered year;

⁵ Required under Part VI of the ONCA

⁶ Required under S.52(1) of the ONCA

5.8.8 introduction of Regional Directors present; and

5.8.9 any Members' proposals, received in accordance with Section 5.9 herein.

5.9 Resolutions from CDSBs

Any CDSB may submit a Resolution for consideration at an Annual Meeting to address any challenge or opportunity which affects Catholic education in Ontario, subject to the following:

5.9.1 each such Resolution shall have been received at the Head Office of the Corporation not less than sixty (60) days prior to the date of the Annual Meeting;

5.9.2 each such Resolution shall have been considered and reported upon by a Committee of the Board, or by the Board of Directors;

5.9.3 each such Resolution shall be circulated among all CDSBs not less than thirty (30) days prior to the Annual Meeting;

5.9.4 each such Resolution shall be included in the notice of the Annual Meeting; and

5.9.5 no such Resolution shall be acted upon unless approved by a majority of the votes cast at an Annual Meeting.

5.10 Members' Proposal Right

Through their CDSB, any Member entitled to vote at an Annual Meeting may give the Corporation notice of a proposal which the Member would like to have considered at the meeting.⁷

Provided that the proposal is received at least sixty (60) days prior to the date of the meeting, the Corporation shall refer it to a Committee of the Board or as determined by the Board of Directors, for review and consideration, and shall include it with the notice of the meeting sent to all Members. If the Member so requests, the Corporation shall also include a statement by the Member in support of the proposal, not to exceed 500 words, and/or the Member's name and address. The proposal, along with the Committee's report, if any, will be tabled at the Annual Meeting, at which the Member making the proposal may read aloud the resolution proposed.

Notwithstanding the above, the Corporation may refuse to send the proposal to the Members if:

5.10.1 it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;

⁷ Required by S.56 of the ONCA

- 5.10.2 it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation, as outlined in the corporate Objects; [see Article 0.2]
- 5.10.3 not more than two years before the receipt of the proposal, the Member failed to present in person or by proxy, if authorized by the By-law, at a meeting of the Members, a proposal that had been included in a notice of meeting at the Member's request;
- 5.10.4 substantially the same proposal was submitted to Members in a notice of a meeting of the Members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- 5.10.5 the right conferred by this section is being abused to secure publicity.

5.11 Members' Discussion Right

Any Member entitled to vote at an Annual Meeting is entitled to raise for discussion at that meeting any matter with respect to which the Member would have been entitled to submit a proposal, subject to the conditions outlined in Sections 5.10.1 to 5.10.5.⁸~~5.11.1~~ ~~Provided however, and provided~~ that :

5.11.1 if such Member continues such discussion for three minutes or more, the Chair of the meeting may interrupt the Member and permit others to speak ~~and/or make any subsidiary motion related thereto~~ to the discussion item, for up to three minutes per member; and

5.11.2 no discussion item shall be put to the membership for a vote at the meeting at which it was raised for discussion.

5.12 Special Meetings

The Board, the President or the Vice President may call a Special Meeting of the Members at any time, the nature of which must be specified in the notice to call the meeting.

The President shall call a Special Meeting upon the written request of the Members of the Corporation who hold at least ten (10) per cent of the votes that may be cast at a meeting of the Members sought to be held, within twenty-one (21) days after receiving such a request, failing which any Member who signed the request may call a Special Meeting, provided that the business of the meeting as stated in the requisition does not include a matter described in Subsections 5.10.1 through 5.10.5.⁹

⁸ S.56(1)(b) of the ONCA

⁹ S.60(1)

No other business other than that which is specified in the notice shall be transacted.¹⁰

5.13 Adjournments

Members' meetings may be adjourned to any time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, and an adjournment may be made notwithstanding that no quorum is present.

5.14 Quorum

Quorum for the transaction of business at any meeting of the Members shall require the presence in person or by proxy of not less than a total of forty (40) current Members.

5.15 Effect of Loss of Quorum

In the event that a quorum is lost at any meeting of Members,

5.15.1 if, in the opinion of the chair of the meeting, such loss of quorum is temporary and likely to be short-lived, the chair of the meeting shall have the authority to forthwith declare a recess for any period of time not exceeding one hour;

5.15.2 if, in the opinion of chair of the meeting, such loss of quorum is not temporary and likely to be short-lived, or having declared a recess, a quorum is not present at the end of the recess, the meeting shall stand adjourned, to be reconvened at the call of the President.

5.16 Notice of Meetings

Written notice of the time and place of a meeting, stating the nature of the business to be transacted in sufficient detail to permit a Member to form a reasoned judgement on the business, and stating the text of any Resolution to be submitted to the meeting, shall be sent to all Members entitled to receive notice, all Directors, and if an Annual Meeting then to any person appointed to conduct an audit or review engagement of the Corporation, not less than ten (10) and not more than fifty (50) days before the date on which the meeting is to take place.

No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat. Any Member may waive notice of a meeting at any time and may ratify, approve and confirm any or all proceedings taken thereat.

¹⁰ S.55(8)

5.17 Appointment of Returning Officer

- (5) Prior to every meeting of Members, the Board shall appoint a Returning Officer, and may appoint one or more Deputy Returning Officers, to supervise any vote by ballot which takes place at the meeting. The appointment of the Returning Officer (and Deputy Returning Officers, if any) may be challenged by motion prior to the first call by the chair for a vote on any question at the meeting, and if such motion is successful, an appropriate replacement shall be selected by the meeting forthwith.

5.18 Authority of Returning Officer

The Returning Officer shall have full and final authority on any question as to:

- 5.18.1 the qualifications of any person to cast a ballot;
- 5.18.2 the validity of proxies;
- 5.18.3 whether any ballot is to be counted or declared spoiled;
- 5.18.4 the counting of ballots;
- 5.18.5 the results of the balloting and announcement thereof to the meeting;
- 5.18.6 and generally over the supervision of balloting subject to any specific authority vested by this By-law in the Chairperson of the meeting;

- (6) provided that where any duty is performed by the Deputy Returning Officer, the absence or inability of the Returning Officer shall be presumed with reference thereto.

6. REGIONS

6.1 Criteria for Determining Regions and Representation

The criteria for determining the boundaries of and the representation by Regions shall be as follows:

- 6.1.1 CDSBs with a student enrolment of less than 35,000 FTE shall be grouped with other similarly sized CDSBs in a contiguous geographic area to form a Region, and such Region shall be entitled to select one (1) Regional Director if the combined student enrolment is less than 75,000 FTE, and shall be entitled to select two (2) regional Directors if the combined student enrolment is greater than 75,000 FTE;

6.1.2 CDSBs with a student enrolment in excess of 35,000 FTE but less than 75,000 FTE shall constitute a Region, and such Region shall be entitled to select one (1) Regional Director; and

6.1.3 CDSBs with a student enrolment in excess of 75,000 FTE shall constitute a Region, and such Regions shall be entitled to select two (2) Regional Directors to the Board.

where student enrolment is determined according to the most current Ministry of Education FTE data available as of October 31 of the year preceding the Annual Meeting at which Regional Directors are selected for that CDSB.

6.2 No Early Termination

6.3 An alteration to a boundary shall not result in the early termination of the term of any Director currently in office at the time of the alteration.

6.4 ~~6.2~~ Division into Regions

The Province of Ontario shall be divided into ~~twelve (12)~~ Regions for the purpose of selecting Regional Directors, and the number of Regional Directors respectively for such Region shall be as follows:

Region	Catholic District School Board	Number of Directors
1.	Huron-Superior Catholic District School Board Nipissing-Parry Sound Catholic District School Board Northeastern Catholic District School Board Sudbury Catholic District School Board	1
2.	Kenora Catholic District School Board Northwest Catholic District School Board Superior North Catholic District School Board Thunder Bay Catholic District School Board	1
3.	Northern Regions No. 1 & 2 (at large)	1
4.	Bruce-Grey Catholic District School Board Huron-Perth Catholic District School Board Waterloo Catholic District School Board Wellington Catholic District School Board	1
5.	London District Catholic School Board St. Clair Catholic District School Board Windsor-Essex Catholic District School Board	1
6.	Toronto Catholic District School Board	2
7.	Dufferin-Peel Catholic District School Board	2
8.	York Catholic District School Board	1

Region	Catholic District School Board	Number of Directors
9.	Durham Catholic District School Board Peterborough, Victoria, Northumberland & Clarington Catholic District School Board Simcoe-Muskoka Catholic District School Board	1
10.	Algonquin & Lakeshore Catholic District School Board Catholic District School Board of Eastern Ontario Renfrew County Catholic District School Board	1
11.	Brant Haldimand-Norfolk Catholic District School Board Halton Catholic District School Board Hamilton-Wentworth Catholic District School Board Niagara Catholic District School Board	21
12.	Ottawa Catholic School Board	1
<u>13.</u>	<u>Halton Catholic District School Board</u>	<u>1</u>
	TOTAL	15

6.5 ~~6.3~~ Regions to Create Offices

Each Region shall create and maintain the offices corresponding to and named, respectively, the offices listed in Subsection ~~7.1.46.3~~.

6.6 ~~6.4~~ Amendment

(7) If and whenever the criteria set out in this Article 6 so requires, the Members shall, by Special Resolution, alter the boundaries of the Regions and the number of Regional Directors accordingly, so as to take effect at the selection of Directors next following the confirmation of such Special Resolution by the Members.

6.7 ~~6.5~~ Alteration of Regional Boundaries for Other Reasons

~~In addition to Article 6.4 above,~~ Region boundaries may also be altered, ~~by Special Resolution,~~ for reasons other than those necessitated by Article 6.1, by Special Resolution provided that:

- (a) The change in Regions shall not result in any Board with an excess of 35,000 FTEs being in the same Region as any other Board, and
- (b) ~~The change in Regions shall not alter the number of Regional Directors to which any one Region is entitled~~ An alteration to a boundary shall not result in the early termination of the term of any Director currently in office at the time of the alteration.

7. BOARD OF DIRECTORS

7.1 Board Composition

The affairs of the Corporation shall be managed by a Board composed of eighteen (18) Directors, or as otherwise required by this By-law, as follows:

7.1.1 The President, who shall be elected by the Members; and

7.1.2 The Vice President, who shall be elected by the Members.

7.1.3 The Past President; and

7.1.4 ~~Fifteen (15) Directors being the incumbents for the time being of the following offices:~~ The Regional Directors currently in office, in accordance with Article 6.2.

~~7.1.4.1 Regional Director for Region One;~~

~~7.1.4.2 Regional Director for Region Two;~~

~~7.1.4.3 Regional Director for Region Three;~~

~~7.1.4.4 Regional Director for Region Four;~~

~~7.1.4.5 Regional Director for Region Five;~~

~~7.1.4.6 Regional Director A for Region Six;~~

~~7.1.4.7 Regional Director B for Region Six;~~

~~7.1.4.8 Regional Director A for Region Seven;~~

~~7.1.4.9 Regional Director B for Region Seven;~~

~~7.1.4.10 Regional Director for Region Eight;~~

~~7.1.4.11 Regional Director for Region Nine;~~

~~7.1.4.12 Regional Director for Region Ten;~~

~~7.1.4.13 Regional Director A for Region Eleven;~~

~~7.1.4.14 Regional Director B for Region Eleven;~~

~~7.1.4.15 Regional Director for Region Twelve.~~

7.2 Director Eligibility

The following persons are disqualified from being a Director:

7.2.1 A person who is not an individual;

7.2.2 A person who is under eighteen (18) years of age;

7.2.3 A person who has been found under the *Substitute Decisions Act*, S.O. 1992, c. 30 or under the *Mental Health Act* R.S.O. 1990 c. M.7 to be incapable of managing property;

7.2.4 A person who has been found to be incapable in any court in Canada or elsewhere;

7.2.5 A person who has the status of bankrupt¹¹; and

7.2.6 A person who is not a Member.

7.3 Election of President and Vice President

The President and Vice President shall be elected at Annual Meetings held in even-numbered years.

Where there are more candidates nominated than there are positions to be filled by election, there shall be an election conducted by ballot, and for this purpose, there shall be a separate ballot for the election of each of the President and the Vice President.

The Returning Officer shall report to the Members the number of ballots cast for each candidate, the total number of ballots cast, the number of spoiled ballots, and the number of ineligible ballots.

7.4 Selection Process for Regional Directors

No particular manner or method is prescribed for how each Region selects its Regional Director. The CDSBs comprising each Region, therefore, shall devise and adopt a fair, equitable and democratic process by which their Regional Director is selected in accordance with Board guidelines, provided however, that:

7.4.1 Regional Directors from CDSBs described in Section 6.1.1 shall be selected in odd-numbered years, and Regional Directors described in Sections 6.1.2 and 6.1.3 shall be selected in even-numbered years; and

7.4.2 the selection process once adopted may not be altered more frequently than every second year, and in any event not later than one hundred and eighty (180) days prior to the second Annual Meeting following the previous use of the process.

7.5 Failure to Agree upon Regional Director Selection Process

In the event that the CDSBs comprising a Region are unable to reach a consensus as to the process to be adopted for that Region for the selection of its

¹¹ 7.1.1 to 7.1.5 correspond to Sections 23(1)1 to 5 of the ONCA.

Regional Director, any CDSB within that Region may refer the selection process to the Board; and upon referral:

- 7.5.1 the Board shall give notice to the other CDSBs within that Region, requesting each to make representations to the Board within thirty (30) days after the notice, as to the selection process to be adopted;
- 7.5.2 within a further thirty (30) days, the Board shall consider all representations received from the CDSBs within that Region, and determine the process by which such Regional Director is selected;
- 7.5.3 such determination by the Board shall be final and binding for such Region and from which there is no right of appeal, but without prejudice to the right to adopt a new selection process subject to the limitations described in clause 7.4.2.

7.6 CCSTA Representative

The following shall determine the selection of the CCSTA Representatives:

- 7.6.1 in the event that the Corporation shall have the right to select only one (1) person to serve on the CCSTA Board of Directors, the Past President of the Corporation shall be the CCSTA representative;
- 7.6.2 for as long as the Corporation shall have the right to select two (2) persons to serve on the CCSTA Board of Directors, the second CCSTA Representative (in addition to the Past President of the Corporation) shall be elected in even-numbered years by the Members at the Annual Meeting;
- 7.6.3 in the event that one of the CCSTA Representatives is selected by CCSTA to serve as its president, the President of the Corporation shall appoint a Director of the Corporation in the place and stead of the person so selected to serve as a CCSTA Representative.

7.7 Termination

A Director ceases to hold office when he or she:

- 7.7.1 submits his/her written resignation to the President, specifying the date upon which it shall become effective;
- 7.7.2 becomes deceased;
- 7.7.3 ceases to be eligible to be a Director, as prescribed in this Article ~~6-56.6~~; or
- 7.7.4 is terminated as a Member, in accordance with Section 0 herein;

and an elected Director further ceases to hold office when he or she:

7.7.5 is removed by Ordinary Resolution of the Members at a Special Meeting of which notice of the intention to pass such a resolution has been given.

7.8 Vacancies

If, for any reason, there is a vacancy in the office of:

7.8.1 **President**, then the Vice President shall automatically assume the office of President for the balance of the unexpired term of office;

7.8.2 **Vice President**, then the Directors shall appoint a Regional *ex-officio* Director to assume the office of Vice President for the balance of the unexpired term of office;

7.8.3 **President and Vice President**, then the Directors shall appoint one of their number to assume each of the offices of President and Vice President for the balance of the respective unexpired terms of office;

7.8.4 **Past President**, the person who is the next most recent former President who is willing to assume the office shall automatically assume the office of Past President for the balance of the unexpired term of office; and if none, the office shall remain vacant until a person is eligible and willing to assume the office; and if none, the office shall remain vacant until the next Annual Meeting at which a new President is to be elected;

7.8.5 **Regional Director**, then the Members of the Region from which the vacancy occurred shall elect a person who is qualified to assume the office for the balance of the unexpired term, provided however that, where there is still a quorum of the Board in office and a vacancy occurs during the six months prior to a scheduled annual meeting, the election to fill such vacancy shall be deferred to such Annual Meeting.

7.8.6 **CCSTA Representative**, then the President of the Corporation shall appoint a Director of the Corporation in the place and stead of the vacated CCSTA Representative to serve for the remainder of the term.

7.9 Remuneration of Directors

The Directors shall receive no remuneration for acting as such provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

7.10 Term

The term of office shall be for two years,

7.10.1 in the case of the President, Vice President and CCSTA Representative(s) commencing at the adjournment of the Annual Meeting at which they are elected;

7.10.2 in the case of a Regional Director, commencing at the adjournment of the first Annual Meeting following such Regional Director's selection; and

ending at the adjournment of the second Annual Meeting thereafter and when the successor in office is chosen.

7.11 Limit on Term of Office

A person is not qualified to serve, and shall not serve, for more than two (2) successive terms in any one of the positions of President, Vice President or CCSTA Representative, and for the purpose of calculating the limit on the term of office:

- 7.11.1 service in office by appointment to fill a vacancy of eighteen (18) months or longer shall be deemed to be service for one term of office; and
- 7.11.2 service in office by appointment to fill a vacancy of less than eighteen (18) months shall be deemed not to be service in office.

7.12 Nomination for President and Vice President

A nomination for the election of President and Vice President shall conform to the following requirements:

- 7.12.1 such nomination shall be in writing in a form approved from time to time by the Board and circulated among CDSBs with the notice of the Annual Meeting at which the election is to take place;
- 7.12.2 such nomination shall include the consent of the nominee, and shall identify the name of and be signed by each of the mover, seconder and nominee, each of whom shall be qualified to hold the office for which the nomination is made, and in each case identifying by name the CDSB of which such Member is a Trustee;
- 7.12.3 such nomination shall be received at the Corporation Head Office not later than twenty-one (21) days prior to the time fixed in the notice of meeting for the call to order of the first plenary session at the Annual Meeting, provided however that if no nominations within the time so limited, nominations shall remain open until but not later than two hours and fifteen minutes prior to the time fixed in the notice for the call to order of the first plenary session at the Annual Meeting;

Notwithstanding the above, a Member may nevertheless propose a nomination at the Annual Meeting, and if such a nominee consents, that nomination will be added to the slate of nominees presented to the Members for election.¹²

No member may accept the nomination for more than one office in the same election.

¹² ONCA Section 56(5)

7.13 Standard of Care of Directors

Every Director in exercising his or her powers and discharging his or her duties to the corporation shall:

7.13.1 act honestly and in good faith with a view to the best interests of the corporation; and

7.13.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.¹³

Every Director will comply with the Act and its Regulations, and the Corporation's Articles, By-laws, policies and Code of Conduct.¹⁴

8. BOARD MEETINGS

8.1 Confidentiality

All information pertaining to the affairs of the Corporation which is brought before the Board, including but not limited to agenda items for Board decision, background materials relating to those decision items, staff reports, and the content of debate and discussion which takes place at Board and Board committee meetings, shall be treated by Directors as strictly confidential unless declared to be otherwise by Board resolution, pursuant to the Standard of Care owed to the Corporation.

8.2 Calling of Meetings

At least three meetings of the Board of Directors shall be held between Annual Meetings of the Members. In addition, meetings of Board of Directors

8.2.1 may be called by the President, and

8.2.2 shall be convened by the Executive Director upon direction in writing of five (5) Directors.

8.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the *Corporations Act* or the ONCA (as applicable).

¹³ ONCA Section 43(1)

¹⁴ ONCA Section 43(2)

The Board shall hold a meeting within seven (7) days following the Annual Meeting of the Members of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

8.4 Place of Meetings

Meetings of the Board and of the Committees of the Board may be held at any place within Ontario, as designated in the notice calling the meeting.

8.5 Quorum for Meeting of Directors

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than a majority of the number of Directors, and, subject to the proviso set out in subsection 9.3.1, no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

8.6 Meetings by Electronic Conference¹⁵

A Director may participate in a meeting of the Board or a committee of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

8.7 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided in the usual way by assent or dissent unless a poll on the question is required by the Chair or requested by any Director.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

¹⁵ Section 34(6) of ONCA allows the By-law to specify either that there may be no electronic participation, or electronic participation upon the unanimous consent of Directors, or as is provided here, that there is the right to participate electronically unless the Chair identifies a security or confidentiality concern.

8.8 Written Resolutions

Subject to the *Corporations Act* or ONCA (as applicable) a resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board or Committee meeting, is as valid as if it had been passed at a meeting of the Board or Committee called, constituted and held for that purpose.

8.9 Notice of Meetings of Directors

Notice of meetings other than regularly scheduled meetings of the Board shall be given to each Director by one of the following methods:

8.9.1 by telephone, facsimile, email or other electronic method not less than twenty-four (24) hours before the meeting is to take place; or

8.9.2 by prepaid letter post not less than fifteen (15) days before the meeting is to take place,

provided however that a meeting of Directors shall be held without notice immediately following the annual meeting of the Corporation.

The statutory declaration of the Executive Director or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

9. CONFLICT OF INTEREST¹⁶

9.1 Disclosure Required

As required by the *Corporations Act* or the ONCA (as applicable), a Director or officer of the Corporation who:

9.1.1 is a party to a material contract or transaction, or a proposed material contract or transaction with the Corporation; or

9.1.2 is a Director, officer, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

shall disclose to the Board, or request to have entered in the minutes of Board meetings, the nature and extent of such interest.

¹⁶ Adapted from ONCA Section 41

9.2 Timing of Disclosure

This disclosure shall be made, in the case of a Director:

- 9.2.1 at the meeting at which a proposed contract or transaction is first considered;
- 9.2.2 if the Director was not then interested in a proposed contract or transaction, at the first meeting after which the Director becomes so interested;
- 9.2.3 if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after which they become so interested; or
- 9.2.4 if a person who is interested in a contractor transaction later becomes a Director, at the first meeting after which they become a Director,

and the disclosure shall be made in the case of an officer:

- 9.2.5 forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;
- 9.2.6 if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes and officer;
- 9.2.7 if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer.

9.3 Duty After Disclosure

A Director who has an interest as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction is being discussed, and shall not vote on any Resolution to approve the contract or transaction.

- 9.3.1 Provided that if quorum does not exist for the purpose of voting on a Resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.

10. OFFICERS OF THE CORPORATION

10.1 Officers

The officers of the Corporation shall be:

- 10.1.1 the President,

10.1.2 the Vice President,

10.1.3 the Past President,

each of whom shall be a Member;

10.1.4 an Executive Director who shall also be the Secretary, but shall not be a person who is a Member;

10.1.5 a Chaplain, who may but need not be a Member.

10.2 Standard of Care of Officers

The provisions of Section 7.13 apply with necessary variations to the officers of the Corporation.

10.3 Duties of the President

The President:

10.3.1 shall when present, preside as Chair at all meetings of Members of the Corporation, and at all meetings of the Board;

10.3.1.1 provided however that the President may delegate any part or parts of such duty to preside over the Annual Meeting to any person;

10.3.2 shall be a member of every Committee;

10.3.3 shall have the other powers and duties from time to time prescribed by the Board or incident to the office.

10.4 Duties of the Vice President

During the absence or inability to act of the President, the duties and powers of the office may be exercised by the Vice President. Without limiting the generality of the foregoing, when delegated by and in the absence of the President, the Vice President shall have the right to attend and to vote at all Committee meetings at which the President has the right to attend and vote. If a Vice President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice President shall also perform the other duties from time to time prescribed by the Board of Directors or incident to the office.

10.5 Absence of President and Vice President

In the event that either the President or the Vice President is unable to fulfil a particular obligation of the office, such officer may delegate responsibility for the task to another Director. Where the President or Vice President is unable to fulfill the duties and powers of the office, the Board may from time to time appoint another Director for that purpose. Where such other Director exercises any such

duty or power, the absence or inability of the President and the Vice President shall be presumed with reference thereto.

10.6 Duties of Executive Director

The Executive Director shall:

- 10.6.1 be the non-voting *ex officio* clerk of the Board and of every committee established by or under the By-laws of the Corporation;
- 10.6.2 attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose;
- 10.6.3 give all notices required to be given to Members and to Directors;
- 10.6.4 shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation and as are required by the Act and this By-law, the same being delivered up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution; and
- 10.6.5 shall perform such other duties as may from time to time be determined by the Board.

10.7 Other Officers

The Board of Directors may appoint other officers, including without limitation, Honorary Officers and agents (and with such titles as the Board of Directors may prescribe from time to time) as it considers necessary and all such officers and agents shall have the authority and perform the duties from time to time prescribed by the Board of Directors. The Board of Directors may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board of Directors shall be such as the terms of their engagement call for or the Board of Directors prescribes.

10.8 Bonding of Officers

The Executive Director and any other officer, agent or employee of the Corporation who may be designated by the Directors shall furnish a bond in such amount and with such sureties as the Directors may approve. The cost of the said bonds shall be paid by the Corporation and they shall be deposited and kept as the Directors may direct.

10.9 Appointment and Duties of Chaplain

The Chaplain of the Corporation shall:

- 10.9.1 be appointed annually by the Board on the nomination of the Assembly of Catholic Bishops of Ontario;

- 10.9.2 invoke Divine Guidance on all meetings of the Corporation and of the Directors; and
- 10.9.3 encourage the Directors to bring a gospel perspective and the riches of the Catholic Tradition to current issues and decision-making.

11. COMMITTEES OF THE BOARD

11.1 Executive Committee

There shall be an Executive Committee composed of the President, Vice President and Past President with authority to act on behalf of the Board with regard to urgent matters which may arise between Board meetings, provided that all decisions taken in the absence of the Board shall be reported at the next Board meeting.

11.2 Committees Generally

Subject to the *Corporations Act* or the ONCA (as applicable), the Articles, and the By-Laws, the Board may, by Board resolution, appoint such standing and ad hoc committees as it deems appropriate from time to time and set the rules governing such committees.

11.3 Limits on Authority of Committees¹⁷

No committee, including the Executive Committee (if any), has authority to:

- 11.3.1 submit to the Members any question or matter requiring approval of the Members;
- 11.3.2 fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- 11.3.3 appoint additional Directors;
- 11.3.4 issue debt obligations except as authorized by the Board;
- 11.3.5 approve any financial statements;
- 11.3.6 adopt, amend or repeal any By-Law; or
- 11.3.7 establish contributions to be made, or dues to be paid, by Members.

11.4 Rules Governing Committees

Except where otherwise provided in the By-laws of the Corporation, all Committees, excluding the Committee of the Whole Board and the Executive Committee, are subject to the following:

¹⁷ Required by Section 36(2) of the ONCA

- 11.4.1 a Committee shall be composed of not less than three (3) Directors;¹⁸
- 11.4.2 the committee members shall be appointed by the Board of Directors, on the nomination of the President, from among the Members of the Corporation;
- 11.4.3 the members of the Committee shall select the Committee chairperson;
- 11.4.4 a member of a Committee shall serve for a term ending at the annual meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;
- 11.4.5 each Committee shall meet at least annually, and more frequently at the will of its Chairperson or as required by its terms of reference;
- 11.4.6 a Committee shall carry out such additional or amended duties or tasks as may be determined by the Board from time to time, regardless of its Terms of Reference or the Terms of Reference of any other Committee;
- 11.4.7 each Committee shall be responsible to, and shall report regularly to, the Board;
- 11.4.8 subject to any rules established by the Board, a quorum for the holding of a Committee meeting consists of the lesser of
- 11.4.8.1 a majority of a Committee, and
- 11.4.8.2 three (3) members of a Committee,
- and otherwise each Committee may establish its own rules of procedure and may appoint subcommittees;
- 11.4.9 if and whenever a vacancy exists on a Committee, the remaining Committee members may exercise all of the Committee's powers so long as a quorum remains on the Committee, but the Board shall in any event appoint a replacement to fill any vacancy as soon as practicable.

12. PROTECTION OF DIRECTORS AND OFFICERS

12.1 Directors' and Officers' Liability Exclusion

Absent the failure to act in accordance with the Standard of Care as outlined in Section 7.13 or Section 10.2 in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or officer of the Corporation shall be personally liable for any loss or damage or defaults of such Director or officer or of any other Director or officer or

¹⁸ Note that quorum is defined in section ~~11.4.8~~12.4.8 as requiring at least three Directors, but could be changed to a majority or two-thirds of committee members if greater flexibility is preferred.

employee, servant, agent, volunteer or independent contractor arising from any of the following:

- 12.1.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 12.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- 12.1.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- 12.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 12.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto; and
- 12.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

12.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided herein, or purchasing insurance as provided herein, the Board of Directors shall consider:

- 12.2.1 the degree of risk to which the Director or officer is or may be exposed;
- 12.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 12.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 12.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 12.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

12.3 Indemnification of Directors and Officers

Every person, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

- 12.3.1 is a Director; or,
- 12.3.2 is an officer of the Corporation; or

12.3.3 is a member of a Committee; or

12.3.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the Board from time to time, be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) out of the funds of the Corporation, from and against all costs, charges and expenses which such person sustains or incurs:

12.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

12.3.6 in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure to such person to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by any legislation or law.

12.4 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, officer or any other capacity at the request of or on behalf of the Corporation, which insurance may include:

12.4.1 property and public liability insurance;

12.4.2 Directors' and officers' insurance; and,

12.4.3 such other insurance as the Board sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the Board from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

- (8) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

13. CORPORATE RECORDS¹⁹

13.1 Required Records

The Corporation shall keep and maintain the following records at its registered head office:

- 13.1.1 the Corporation's Articles and By-laws, and any amendments to them;
- 13.1.2 the minutes of meetings and any resolutions of the Members;
- 13.1.3 a register of Directors, Officers, and Members;
- 13.1.4 the minutes of meetings and resolutions of the Board, and any committees of the Board;
- 13.1.5 accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;
- 13.1.6 a copy of the financial statements;
- 13.1.7 consent to act as a Director of each individual who is elected as a Director of the Corporation.

13.2 Directors' Access to Records

Any such records shall be open to inspection by the Directors. Copies must be provided upon request at no cost to the Director.

13.3 Members' Access to Records

A Member, a Member's attorney or legal representative, may examine and take extracts from the records referred to in Subsections 13.1.1, 13.1.2 and 13.1.3.

Upon request and without charge, a Member may inspect any "Consent to Act as a Director" and to make a copy of it.

- (9) A Member or a Member's attorney or legal representative who wishes to examine the Register

¹⁹ In accordance with Part X of the ONCA

of the Members shall first make a request to the Corporation accompanied by a Statutory Declaration that states the name and address of the Member applicant and shall further state that the list of Members or the information contained in the Register of Members thus obtained will only be used for an effort to influence the voting of members, requisitioning a meeting of the Members, or another matter relating to the affairs of the corporation, upon receipt of which the Corporation will as soon as is practical allow the applicant access to the Register and, on payment of a reasonable fee, provide the applicant with an extract from the Register.

14. EXECUTION OF DOCUMENTS

14.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

14.2 Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the President, Vice President, Secretary, or any one (1) of the foregoing together with any one (1) Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

14.3 Books & Records

(10) The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

15. BANKING ARRANGEMENTS

15.1 Designation of Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the

authority set out in the resolution, including, unless otherwise restricted, the power to,

- 15.1.1 operate the Corporation's accounts with the banker;
- 15.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 15.1.3 issue receipts for and orders relating to any property of the Corporation;
- 15.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 15.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

15.2 Deposit of Securities

(11) The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

16. FINANCIAL YEAR

16.1 Determination of Fiscal Year

(12) Until otherwise determined by resolution of the Board, the fiscal year end of the Corporation shall terminate on August 31st of each year.

17. AUDITORS

17.1 Appointment of Auditor

- (13) The Members entitled to vote shall at each annual meeting appoint an auditor qualified to conduct an audit pursuant to the requirements of the *Public Accounting Act*, 2004 to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members entitled to vote, or by the Board if authorized to do so by the Members entitled to vote.

18. NOTICE

18.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone, or if in writing:

18.1.1 by prepaid letter post;

18.1.2 by facsimile;

18.1.3 by e-mail; or

18.1.4 by other electronic method;

addressed to the person for whom intended at the last address shown on the Corporation's records. Any such notice shall be deemed given:

18.1.5 in the case of telephone, at the time of the telephone call;

18.1.6 in the case of letter post, on the third day after mailing; and

18.1.7 in all other cases, when transmitted.

18.2 Presumed Address of a Member

Any notice or resolution sent to a Member may be sent to such Member at the address of the CDSB for which the Member is a Trustee, whether or not such Member has provided another address to the Corporation, and so sending shall constitute notice as if the notice or resolution had been sent in an envelope individually addressed to the Member.

18.3 Computation of Time

In computing the date when notice must be given under any provision of the By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

18.4 Omissions and Errors

- (14) The accidental omission to give notice of any meeting of the Board, a Committee or Members, annual, general, regional, special meeting or other, or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

19. USE OF ROBERT'S RULES OF ORDER

- (15) Subject to all requirements of law, and subject to any specific provision set out in the By-laws, meetings of the Members, the Board and Committees shall be conducted in accordance with the rules and practice contained in the current edition of *Robert's Rules of Order Newly Revised* as far as applicable.

20. AMENDMENT TO THE BY-LAWS

The Board may pass, amend or repeal this By-law by Ordinary Resolution, except where to do so is contrary to the Corporations Act or ONCA (as applicable), provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members' meeting, and the Members may confirm, reject, amend or repeal the revised By-law by Ordinary Resolution.

Any amendment to the By-law by the Board shall take effect from the date of the Ordinary Resolution of the Board, but shall cease to be in effect as of the date of the next Members' meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such amendments are rejected by the Members.

- (16) Notice of any such changes, including the complete text of the previous and revised version of the By-law, must be given to the Members at least thirty (30) days before the meeting at which the amendment or amendments will be voted upon.

21. REPEAL OF PRIOR BY-LAWS

21.1 Repeal

Subject to the provisions of Section 21.2 and 21.3 hereof, all prior By-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

21.2 Exception

The provisions of Section 21.1 shall not extend to any By-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

21.3 Proviso

(17) Provided however that 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.

22. EFFECTIVE DATE

22.1 Coming into force

This By-law shall come into force with no further formality on the later of:

22.1.1 the date approved by Ordinary Resolution, or

22.1.2 the coming into force of the Ontario Not-for-Profit Corporations Act.

ENACTED as a By-law of the Ontario Catholic School Trustees' Association and sealed

with the corporate seal the 9th day of May, 2019, 2020.

Beverley Eckensweiler

Nick Milanetti

Beverley Eckensweiler

Nick Milanetti

President

Secretary

CONFIRMED by the Members in accordance with the Not-For-Profit Corporations Act (Ontario)

on the 26th day of April, 2019, 2020.

Nick Milanetti



~~Beverley Eckensweiler~~

President

~~Nick Milanetti~~

Secretary

MOTION TO DEAL WITH RESOLUTIONS IN GROUPS

MOVED BY: _____

SECONDED BY: _____

THAT: **the grouping of the Resolutions be approved.**

RESOLUTIONS # 1-6

That OCSTA develop an Ad Hoc Committee comprised of up to 7 members of the OCSTA Board of Directors to consider and research resolutions 1-6 and other governance and operating issues relating to OCSTA.

RESOLUTION 1-20

Moved by: Trustee Mario Pascucci

Dufferin-Peel CDSB

Seconded by: Trustee Luz Del Rosario

Topic: **OCSTA Vote Allocation**

Whereas: OCSTA is comprised of 234 elected trustees representing the 29 publicly funded Catholic English language school boards in the province of Ontario; and

Whereas: OCSTA is managed by a board of directors consisting of a president, a vice-president, a past president and 15 additional trustees elected from 12 Regions; and

Whereas: OCSTA's 15 Regional Directors are elected by trustees in each membership Region of the province; and

Whereas: each trustee is entitled to an individual vote at the Annual General Meeting; and

Whereas: the current management structure limits the ability to ensure equitable representation by student population from all Regions of the province;

Therefore, be it Resolved that:

OCSTA strike a committee to review its voting structures, including the process to elect its president and vice-president, with a view to promoting regular and equal representation based on student population as well as from all Regions of the province of Ontario (as defined by OCSTA By-law No. 2014-01).

Committee Recommendation

That OCSTA develop an Ad Hoc Committee comprised of up to 7 members of the OCSTA Board of Directors to consider and research resolutions 1-6 and other governance and operating issues relating to OCSTA.

RESOLUTION 2-20

Moved by: Markus de Domenico

Toronto CDSB

Seconded by: Ida Li Preti

Topic: **OCSTA Membership Fee Structure**

Whereas: the Ontario Catholic School Trustees' Association (OCSTA) provides Board of Trustees of the Catholic Boards with valuable supports and programs; and

Whereas: OCSTA has an overly complex fee structure that determines the fee each Catholic Board will pay for membership; and

Whereas: this fee structure is seen as excessively expensive for the larger Boards; and

Whereas: the fee structure causes inequities and friction between the larger and smaller of the 29 Catholic Boards; and

Whereas: unity and solidarity of the Catholic Boards of Trustees is essential for stability, growth and the promotion of Catholic Education in Ontario;

Therefore be it Resolved that:

OCSTA commission a study to be conducted by an independent organization to research and recommend how OCSTA determines its membership fees with the view of bringing greater equity to the fees between all Boards.

Be it Further Resolved that:

The report be delivered to the membership in time for the 2021 Annual General Meeting.

Committee Recommendation

That OCSTA develop an Ad Hoc Committee comprised of up to 7 members of the OCSTA Board of Directors to consider and research resolutions 1-6 and other governance and operating issues relating to OCSTA.

RESOLUTION 3-20

Moved by: Vincent Iantomasi **Halton CDSB**
Seconded by: Marvin Duarte
Topic: **Amendment to OCSTA By-Law relating to Class of Membership and Criteria for Determining Regions and Representation**

Whereas: for the purpose of defining a CDSB size based on enrolment so as to establish the number of Regional Directors that would represent their respective regions based on size;

Whereas: for the purpose of re-establishing the enrolment total which previously was set at 75,000 down to 70,000 in order to increase regional representation from one (1) to two(2);

Therefore be it Resolved:

That there be a change in Class of Membership to define membership according to the size of boards by student enrolment;

That Article 6.1 Criteria for Determining Regions and Representation of the OCSTA By-Law be revised to read as follows:

6.1.1. CDSBs with a student population less than 34,999 FTE shall be defined as a “small” board.

CDSBs shall be grouped with other similarly sized CDSBs in a contiguous geographic area to form a Region, and such Region shall be entitled to select one (1) Regional Director, if the combined student enrolment is less than 69,999 FTE and shall be entitled to select two (2) Regional Directors if the combined student enrolment is greater than 70,000 FTE.

6.1.2. CDSBs with a student enrolment in excess of 35,000 FTE but less than 69,999 FTE shall be defined and constitute as a medium size Region and as such the medium size Region shall be entitled to select one (1) Regional Director; and

6.1.3. CDSBs with a student enrolment in excess of 70,000 FTE shall be defined as a large size Region and as such the large size Region shall be entitled to two (2) Regional Directors; and shall be entitled to add one (1) Director after surpassing 90,000 FTE.

Committee Recommendation

That OCSTA develop an Ad Hoc Committee comprised of up to 7 members of the OCSTA Board of Directors to consider and research resolutions 1-6 and other governance and operating issues relating to OCSTA.

RESOLUTION 4-20

Moved by: Vincent Iantomasi **Halton CDSB**

Seconded by: Marvin Duarte

Topic: **Amendments to the “Amended and Restated By-law Number 2019-01, A By-law Relating Generally to the Conduct of Its Affairs (“OCSTA By-Law”)**

Whereas: A Member, A Member’s attorney or legal representative, who wishes to examine and take extracts from the Register should do so via the respective “Regional Director” to the Corporation;

Whereas: The Association’s fiscal year end is currently September 1 to August 31;

Whereas: the fiscal year end align with the Ministry’s mandated reporting cycle;

Whereas: for the purpose of synchronizing the CDSBs year December 1 to November 30 with the Association’s (OCSTA) fiscal year;

Therefore be it Resolved:

That: Article 13.3 of the OCSTA By-Law be amended to allow a Member, A Member’s attorney or legal representative, who wishes to examine and take extracts from the Register to do so via the respective “Regional Director” to the Corporation accompanied by a Statutory Declaration that states the name and address of the Member applicant; and

That: Article 16.1, Determination of Fiscal Year be amended to read as follows: Until otherwise determined by resolution of the Board, the fiscal year end of the Corporation shall terminate on November 30th of each year.

Committee Recommendation

That OCSTA develop an Ad Hoc Committee comprised of up to 7 members of the OCSTA Board of Directors to consider and research resolutions 1-6 and other governance and operating issues relating to OCSTA.

RESOLUTION 5-20

Moved by: Angela Kennedy

Toronto CDSB

Seconded by: Joseph Martino

Topic: Association Name Change

Whereas: the coterminous School Board association is called School Board association not Trustee association; and

Whereas: the Board of Directors of the Ontario Catholic School Trustees' Association (OCSTA) is composed of Trustee representatives of their School Board and the representatives report to their board of Trustees, not to individual Trustees; and

Whereas: OCSTA's seat at the Education Labour Negotiating Table is as representative of the Catholic School Boards not of the Trustees; and

Whereas: the primary mandate of the Association is to enhance and protect Catholic Education in the Province of Ontario, not to enhance the status of a Trustee; and

Whereas: the Association provides professional development for Trustees to ensure better governance of the School Boards; and

Whereas: for clarity purposes it is important that the name of any association reflect with accuracy the entity who they are named for, and who they represent;

Therefore be it Resolved that:

OCSTA conduct a full consultation and provide members with options for a name change reflecting the true purpose of the Association in time for the 2021 Annual General Meeting.

Committee Recommendation

That OCSTA develop an Ad Hoc Committee comprised of up to 7 members of the OCSTA Board of Directors to consider and research resolutions 1-6 and other governance and operating issues relating to OCSTA.

RESOLUTION 6-20

Moved by: Wendy Price

Waterloo CDSB

Seconded by: Melanie Van Alphen

Topic: **Term Limit for Regional Directors**

Whereas: Regional Directors play a critical role in keeping their regions abreast of current events at the provincial level; and

Whereas: Regional Directors from CDSB's are selected every second year as described in section 7.4 of the by-laws; and

Whereas: Term of office for Regional Directors is for two years with no limit on terms; and

Whereas: Terms limits are imposed for positions of President, Vice-President and CCSTA Directors as outlined in section 7.11 of the by-laws; and

Whereas: Including a term limit of two consecutive two year terms for Regional Directors allows more opportunity for other members to put their name forward, allowing for more diversity, conversation and distributed leadership within OCSTA;

Therefore be it Resolved that:

OCSTA amend the by-laws to include a term limit of two consecutive two-year terms for Regional Directors.

Committee Recommendation

That OCSTA develop an Ad Hoc Committee comprised of up to 7 members of the OCSTA Board of Directors to consider and research resolutions 1-6 and other governance and operating issues relating to OCSTA.

BACKGROUND FOR RESOLUTIONS 1-6



Ontario Catholic School
Trustees' Association



Box 2064, Suite 1804
20 Eglinton Avenue West
Toronto, Ontario M4R 1K8
T. 416.932.9460 F. 416.932.9459
ocsta@ocsta.on.ca www.ocsta.on.ca

Beverley Eckensweiler, *President*
Michelle Griepsma, *Vice President*
Nick Milanetti, *Executive Director*

May 25, 2020

MEMORANDUM

TO: All Trustees
- All Catholic District School Boards

FROM: Patrick J. Daly, Resolutions Committee Chair

SUBJECT: Resolutions 1-20 to 6-20

On March 3, 2020 the Resolutions Committee met to review in detail all resolutions received for the 2020 Annual General Meeting.

In reviewing the resolutions, the committee unanimously passed a motion to establish an “Ad Hoc” Committee to review 6 resolutions that have come forward regarding the operations and governance of OCSTA. Those 6 resolutions are:

- Res. 1-20 – OCSTA Vote Allocations
- Res. 2-20 – OCSTA Membership Fee Structure
- Res. 3-20 – By-Law Amendments
- Res. 4-20 – Class of Membership and Regional Representation
- Res. 5-20 – Association Name Change
- Res. 6-20 – Term Limit for Regional Directors

The Ad Hoc Committee will be comprised of up to 7 members from the Board of Directors. The Committee will include representation from small, medium and large boards and will include the table officers. The Ad Hoc Committee will meet to discuss, review and research issues as they relate to the above mentioned resolutions. The Ad Hoc Committee will report back to the Board of Directors and to the membership at the 2021 AGM.

If you have any questions, please do not hesitate to contact Nick Milanetti, Executive Director nmilanetti@ocsta.on.ca.

RESOLUTIONS # 7-11

APPROVE

Moved by: Trustee Luz del Rosario

Dufferin-Peel CDSB

Seconded by: Trustee Bruno Iannicca

Topic: **Funding for Students with Diverse Learning Needs, including Special Education Needs**

Whereas: The principles of the draft ministry resources *Learning for All: K-12*, the aligned Inter-Ministerial Provincial Transition Framework and commitments to supporting successful transitions for all students (PPM 156) are founded on beliefs that all students can succeed and that student well-being, achievement, student voice and engagement need to be supported in an inclusive learning environment; and

Whereas: School boards continue to be challenged in their ability to design effective school and system improvement plans when funding and other pressures may arise in delivering a ministry-mandated criterion-referenced curriculum with related expected practices while adhering to a universal design for learning approach which honours success for all through personalized instruction; and

Whereas: Building capacity of staff through professional learning in support of all diverse learners is critical to student well-being and student achievement; and

Whereas: The Ministry of Education, Ministry of Child and Youth Services and Ministry of Health's mental well-being, special education and renewed mathematics strategies will need sustainable commitments to keep pace with growth communities and to respond to changing needs; and

Whereas: School boards continue to be faced with challenges related to providing specialized programming, support and human resources to ensure that all students achieve their fullest potential;

Therefore be it Resolved that:

The Ontario Catholic School Trustees' Association petition the Ministry of Education to review on-going equitable and sustainable funding and continue to address the changing nature and complexity of student needs and required supports by providing adequate funding that reflects the actual need and not just a reallocation of funding from other budget lines.

Committee Recommendation

Approve.

RESOLUTION 8-20

Moved by: Trustee Darryl D'Souza

Dufferin-Peel CDSB

Seconded by: Trustee Mario Pascucci

Topic: **Student Transportation Funding**

Whereas: Funding for student transportation by the Ministry of Education has not been reviewed in a comprehensive manner for several years; and

Whereas: The provision of student transportation services is paramount in ensuring school safety and safe arrival of students to and from school; and

Whereas: Issues related to driver retention, late bus routes and cancelled bus routes have impacted many families who rely on student transportation services to transport their children, including some of our most vulnerable students with special needs; and

Whereas: Costs associated with transportation have increased substantially across the province (i.e., fuel costs, cap and trade program, fleet costs, etc.); and

Whereas: Cost adjustment increases have been provided only to school boards with transportation deficits;

Therefore, be it Resolved that:

The Ontario Catholic School Trustees' Association petition the Ministry of Education to review transportation funding in an effort to increase funds to allow school boards to provide a level of service that meet the needs of all eligible students and families within their respective districts.

Committee Recommendation

Approve.

RESOLUTION 9-20

Moved by: Trustee Sharon Hobin

Dufferin-Peel CDSB

Seconded by: Trustee Anna da Silva

Topic: **Parent Reaching Out (PRO) Grants**

Whereas: The Ministry of Education recognizes and acknowledges that parents are a key part of their children's learning and has supported Parent Reaching Out (PRO) Grants to school councils since 2006; and

Whereas: PRO Grants are designed to support parents in identifying barriers to parent engagement in their community and to find local solutions to involve more parents in support of student achievement and well-being; and

Whereas: Catholic School Councils rely on the PRO Grants to offset the costs of parent engagement events; and

Whereas: The Ministry of Education has reduced funding for a number of programs, including the PRO grants; and

Whereas: The long-term effects of this funding reduction will have a detrimental effect on parent council activity and support of increased community engagement;

Therefore be it Resolved that:

OCSTA advocate on behalf of Catholic School Councils to increase the PRO Grant funding to support Catholic School Councils in providing community engagement activities, outreach programs and opportunities to keep families informed and active in their children's education experience.

Committee Recommendation

Approve.

RESOLUTION 10-20

Moved by: Trustee Mario Pascucci **Dufferin-Peel CDSB**
Seconded by: Trustee Darryl D’Souza
Topic: **Technology Funding**

- Whereas:** technology is progressively more prevalent and infused throughout curriculum delivery; and
- Whereas:** technology is increasingly linked to equity of access and student engagement; and
- Whereas:** the Ministry of Education funding for technology and related infrastructure fluctuates from year to year and previously provided Technology Learning Funds (TLF) have been discontinued; and
- Whereas:** board technologies, related programs, and overall board infrastructure need to be updated and/or replaced on a regular basis, particularly vis-à-vis aging hardware; and
- Whereas; the Grants for Student Needs (GSN) funding does not address technology needs for corporate functions, including Financial, Plant and Maintenance work order systems, payroll systems, student information systems and Human Resources and Employee Relations reporting; and
- Whereas:** the Ministry of Education has a stated focus on increasing the amount of e-learning in secondary schools;

Therefore be it Resolved that:

OCSTA petition the Ministry of Education to support learning through sustainable technology and infrastructure funding. Aligned to the province’s focus on modernizing learning and modernizing classrooms, school boards would benefit from increased and stable funding to support technology priorities.

Committee Recommendation

Approve.

RESOLUTION 11-20

Moved by: Trustee Bruno Iannicca

Dufferin-Peel CDSB

Seconded by: Trustee Sharon Hobin

Topic: **Funding for Retrofitting/Renovating Schools**

Whereas: Keeping schools in a state of good repair is essential to providing safe and healthy learning environments for students and staff; and

Whereas: Funding levels for school renewal, repairs and retrofits have not been sufficient to reduce the overall deferred maintenance backlog; and

Whereas: Stable and reliable school renewal funding is necessary to make strategic, long-term investments to ensure that learning environments can support high levels of student achievement and well-being; and

Whereas: Effective July 3, 2018, the Ministry of Education announced the cancellation of the Greenhouse Gas Reduction Fund, which served as an important source of funding to replace, renew and install energy efficient building components, thereby enabling school boards to reduce greenhouse gas emissions; and

Whereas: Retrofits and renovations in schools are necessary to support modernized, 21st century learning and technologies that will enable our students to have the knowledge and skills required for advanced education and careers of the future;

Therefore be it Resolved that:

The Ontario Catholic School Trustees' Association petition the Ministry of Education to provide stable, reliable multi-year funding to support school renewal, renovations and retrofits that will keep schools in a state of good repair and provide students and staff with environments to support 21st century learning.

Committee Recommendation

Approve.

RESOLUTIONS # 12-15

**APPROVE & REFER TO
POLITICAL ADVOCACY COMMITTEE**

RESOLUTION 12-20

Moved by: Trustee Murphy

ALCDSB

Seconded by: Trustee Shea

Topic: **Broadband Modernization Program & E-Learning Strategy**

Whereas: the Broadband Modernization Program designed to enhance broadband services for students was announced in a Ministry of Education memo on October 21, 2016; and

Whereas: the Ministry of Education's new vision for education cites that this project will be completed by 2021-22 which will include all boards, schools and students; and

Whereas: completion of the Broadband Modernization Program is necessary to reduce barriers to internet access in rural and remote communities, and to provide equitable access to communities encountering socio-economic disadvantages; and

Whereas: the Ministry of Education's new vision for education cites secondary students take a minimum of two e-learning credits out of the 30 credits to fulfill the requirements for achieving an Ontario Secondary School Diploma; and

Whereas: these changes will be phased in, starting in 2020-2021;

Therefore be it Resolved that:

OCSTA petition the Ministry of Education to re-think its vision for e-learning given the conflict in completion and start dates for the Broadband Modernization Program and the e-learning strategy respectively. In addition, to strongly consider the socio-economic realities of rural, remote, and disadvantaged communities in having unfettered access to the internet and the technology to meet the standard set out in the new e-learning mandate.

Committee Recommendation

Approve and Refer to Political Advocacy Committee.

RESOLUTION 13-20

Moved by: Trustee John Curry

Ottawa Catholic School Board

Seconded by: Trustee Cindy Simpson

Topic: **Price on Pollution Funding**

Whereas: Ontario students are passionate about protecting the environment and taking action on climate change; and

Whereas: the federal government wants to provide some of the revenue generated by its “price on pollution” carbon tax initiative to support energy efficiency investments in elementary and secondary schools in Ontario; and

Whereas: such revenues will allow school boards to save funds that would otherwise be spent on such retrofit and upgrade projects, allowing funds to be re-invested in other activities to help students;

Therefore be it Resolved that:

The Ontario Catholic School Trustees Association (OCSTA) urge the provincial government to commit to flowing this available federal funding through to school boards to help combat climate change and protect the environment.

Committee Recommendation

Approve and refer to Political Advocacy Committee.

RESOLUTION 14-20

Moved by: Trustee John Curry **Ottawa Catholic School Board**

Seconded by: Trustee Glen Armstrong

Topic: **PsychoEd Assessments and Fetal Alcohol Spectrum Disorder**

Whereas: four percent of Ontario residents are affected by Fetal Alcohol Spectrum Disorder (FASD) which is a brain-based permanent and silent disability; and

Whereas: the cause is known to be the use of alcohol at any time during pregnancy; and

Whereas: FASD carries an unfair stigma for mothers who are considered to be at fault despite being unaware of alcohol's role in causing FASD; and

Whereas: cognitive and behavioral deficiencies are caused due to damage related to alcohol use to the brain's impulse control development in pregnancy; and

Whereas: a PsychoEd Assessment is needed before genetic testing for FASD can be performed;

Therefore be it Resolved that:

The Ontario Catholic School Trustees Association (OCSTA) petition the provincial government to facilitate a streamlined, faster and better funded process for PsychoEd Assessments for those believed to be living with FASD

And furthermore that the provincial government undertake a comprehensive and widespread public education awareness program about FASD

And furthermore that the provincial government facilitate the efforts of school boards to offer workshops for teachers and staff about FASD, its symptoms and its treatment.

Committee Recommendation

Approve and refer to Political Advocacy Committee.

RESOLUTION 15-20

Moved by: Trustee John Curry **Ottawa Catholic School Board**

Seconded by: Trustee Brian Coburn

Topic: **Single Use Plastics**

Whereas: plastics are detrimental to the environment, both in their manufacture and in their enduring after life; and

Whereas: single-use plastics compound these environmental hazards; and

Whereas: there are viable alternatives to the use of single-use plastics that are more environmentally friendly such as paper straws, and

Whereas: plastic straws are often referred to as Plastic Enemy No. 1; and

Whereas: most plastic products are made using fossil fuels which have detrimental environmental impacts themselves; and

Whereas: according to the federal government only 11 percent of all plastics are recycled in Canada; and

Whereas: recycling is not the ultimate answer; and

Whereas: the real answer is avoiding the making of single-use plastics in the first place; and

Whereas: Catholic schools are called to be wise stewards of God's creation;

Therefore be it Resolved that:

The Ontario Catholic Schools Trustees Association petition the provincial government to assist in the elimination of single-use plastics in schools by putting more resources toward the support of environmental stewardship in schools.

Committee Recommendation

Approve and refer to Political Advocacy Committee.

RESOLUTIONS # 16-17

**RECEIVE & REFER TO
LABOUR RELATIONS COMMITTEE**

RESOLUTION 16-20

Moved by: Trustee Murphy

ALCDSB

Seconded by: Trustee Shea

Topic: **Executive Compensation**

Whereas: the Compensation Framework Regulation (O. Reg. 406/18) under the Broader Public Sector Executive Compensation Act, 2014 freezes executive compensation as of August 13, 2018; and

Whereas: the Education sector had done considerable work at great expense to comply with the prior regulation to rectify freezes in compensation since 2010; and

Whereas: the President of the Treasury Board was required to review the new regulation again before June 7, 2019; and

Whereas: the new framework cites that executive compensation be the sum of salary and performance pay;

Therefore be it Resolved that:

OCSTA petition the Ministry of Education and the Treasury Board to work with ECCODE and OCSTA to develop a mutually acceptable compensation framework in a timely fashion so that boards can continue to build leadership capacity, nurture greater retention and create recruitment opportunities for senior staff.

Committee Recommendation

Receive and refer to Labour Relations Committee.

RESOLUTION 17-20

Moved by: Trustee Luz del Rosario

Dufferin-Peel CDSB

Seconded by: Trustee Sharon Hobin

Topic: **Hard Caps in Kindergarten Classes**

Whereas: School boards are staffing Kindergarten classes based on an average class size of 26; and

Whereas: School boards across the province are experiencing inequitable distribution of students in Kindergarten classes; and

Whereas: Some classes are very small, with less than 16 students, so that a Designated Early Childhood Educator is not required; and

Whereas: School Boards are dealing with safety issues in large Kindergarten classes;

Therefore, be it Resolved that:

The Ontario Catholic School Trustees' Association petition the Ministry of Education to impose a hard cap for Kindergarten classes and funding to sustain increased space requirements within schools to ensure equitable, consistent staffing in all Kindergarten classes.

Committee Recommendation

Receive and refer to Labour Relations Committee.

RESOLUTIONS # 18-21

**RECEIVE & REFER TO
POLITICAL ADVOCACY COMMITTEE**

RESOLUTION 18-20

Moved by: Trustee Murphy **ALCDSB**

Seconded by: Trustee Shea

Topic: **OSAP Access for Certification Program Students**

Whereas: Certification programs for adult students (such as Personal Support Worker programs) administered by school boards support a provincial goal of opening multiple pathways to employment and result in the same certification as students attending private career colleges and community colleges; and

Whereas: Students who attend certification programs administered by school boards are required to pay fees to cover supplies, materials, and component certifications similar to programs administered by private career colleges and community colleges; and

Whereas: The lower average tuition fees charged by certification programs administered by school boards (as compared with private career colleges and community colleges) means that these programs provide equitable access to employment training; and

Whereas: Students in the same certification programs administered by private career colleges and community colleges are eligible to apply for Ontario Student Assistance Program (OSAP) support, but students in certification programs administered by school boards are not;

Therefore be it Resolved that:

OCSTA petition the Ministry of Education and the Ministry of Colleges and Universities to reform OSAP eligibility requirements such that students pursuing a certification program administered by a school board have equitable access to OSAP applications in comparison with students of the same programs in private career colleges or community colleges.

Committee Recommendation

Receive and refer to Political Advocacy Committee.

RESOLUTION 19-20

Moved by: Wendy Price **Waterloo CDSB**

Seconded by: Melanie Van Alphen

Topic: **Teacher Learning and Leadership Program (TLLP)**

Whereas: The TLLP has funded over 1250 project proposals from experienced teachers seeking a peer leadership role in curriculum, instructional practice and supporting other teachers; and

Whereas: TLLP's create and support opportunities for teacher professional learning and foster teacher leadership; and

Whereas: The TLLP projects allow teachers to improve and share practices that benefit the academic well-being of all students; and

Whereas: The TLLP projects are consistent with Ministry goals relative to innovation and fostering classrooms of strong future-focused learning; and

Whereas: Despite providing previous funding for Boards to foster TLLP's, the Ministry has neither funded projects for 2019-2020 nor committed to supporting this initiative in 2020-2021

Therefore be it Resolved that:

OCSTA petition the Ministry of Education to prioritize the practice and funding of the TLLP Program for the 2020-2021 school year.

Committee Recommendation

Receive and refer to Political Advocacy Committee.

RESOLUTION 20-20

Moved by: Tracey Weiler

Waterloo CDSB

Seconded by: Kevin Dupuis

Topic: **Renew and Increase Funding for Summer Learning Program (CODE Project)**

Whereas: The Summer Learning Program supports a positive impact assessment of Student Learning and positively connects summer learning to the School Year Programs; and

Whereas: The Summer Learning Program assists and influences teachers in their own professional development, specifically in the areas of instructional practices and parent engagement; and

Whereas: The Summer Learning Program supports parent engagement in their child's learning, which increases opportunities for success in school, and offers unique occasions to connect with parents; and

Whereas: The Summer Learning Program, in addition to literacy and numeracy learning, includes components on coding, fitness and healthy living; and

Whereas: Ministry officials who oversaw the Summer Learning program provided positive feedback regarding the quality of the program and strong engagement of students in the program; and

Whereas: Due to the success and strength of the program, 94% of all school boards offered CODE Summer Learning this past year; and

Whereas: Funding for the Summer Learning Program had been guaranteed over the three year period of 2016 – 2018; there was a 45% reduction in funding to the CODE projects which administer this program, this past summer of 2019, and at this time, funding has not been committed to for summer 2020; and

Whereas: Demand has increased every year and due to program funding, the Summer Learning Program has had to turn students away each year.

Therefore be it resolved that:

OCSTA petition the Ministry of Education to renew and increase funding for the Summer Learning Program (CODE Project).

Committee Recommendation

Receive and refer to Political Advocacy Committee.

RESOLUTION 21-20

Moved by: Trustee Brea Corbet **Dufferin-Peel CDSB**
Seconded by: Trustee Frank Di Cosola
Topic: **Qualified French Teacher Recruitment & Retention**

- Whereas:** School boards across the province are experiencing persistent challenges with the recruitment of qualified French Teachers; and
- Whereas:** Regulation 274 stipulates that all new teachers must be placed on the occasional teachers list for daily supply work as one of the eligibility requirements for full time consideration, limiting school boards' ability to attract permanent teachers who are qualified to teach French; and
- Whereas:** Catholic District school boards have a smaller pool for recruitment of teachers as they must be Catholic and qualified to teach French; and
- Whereas:** Teachers are able to request assignments outside of French (within their areas of qualification) as soon as they are offered permanent placement; and
- Whereas:** All school boards have difficulty in recruiting and retaining teachers who are qualified to teach French in volumes that are consistent with the increasing demand for the expansion of French language programs across the province;

Therefore, be it Resolved that:

The Ontario Catholic School Trustees' Association petition the Ministry of Education to review Regulation 274 – Hiring Practices and the additional constraints it places on school boards with regard to the recruitment of teachers who are qualified to teach French, so as to explore regulatory changes with respect to hiring practices in the area of French instruction that would address the shortage of teachers qualified to teach French.

Committee Recommendation

Receive and refer to Political Advocacy Committee.

RESOLUTION # 22

**TO BE HANDLED INDIVIDUALLY
APPROVE AND REFER TO CETE**

RESOLUTION 22-20

Moved by: Norm Di Pasquale

Toronto CDSB

Seconded by: Mario Rizzo

Topic: **Eco School Catholic Board Partnership**

Whereas: EcoSchools is an environmental education and certification program for grades K-12 that helps school communities develop both ecological literacy and environmental practices to become environmentally responsible citizens and reduce the ecological footprint of schools; and

Whereas: many municipalities in Ontario have declared a climate emergency; and

Whereas: some Ontario Catholic School boards have achieved 100% Eco School certification, while other boards are just getting started; and

Whereas: boards with little experience with Eco Schools will benefit from learning from boards that have had success getting their schools certified;

Therefore be it Resolved that:

Ontario Catholic School Boards collaborate and share best practices on getting schools Eco School certified.

Be it Further Resolved that:

This motion be referred to the OCSTA Catholic Education and Trustee Enrichment Committee for implementation.

Committee Recommendation

Approve and refer to Catholic Education and Trustee Enrichment Committee.