



REPORT TO

AD HOC BY-LAW SUB COMMITTEE

PROPOSED CHANGES TO TCDSB OPERATING BY-LAW NUMBER 175

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

Drafted

July 26, 2021

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 Eric Roher, Borden Ladner Gervais LLP

RECOMMENDATION REPORT

Meeting Date

February 24, 2022

Vision:

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

Mission:

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



Brendan Browne
 Director of Education

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

Derek Boyce
 Associate Director of Facilities,
 Business & Community Development

Ryan Putnam
 Chief Financial Officer & Treasurer

A. EXECUTIVE SUMMARY

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

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

B. PURPOSE

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

C. BACKGROUND

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

The committee met on the following dates:

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

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

3. **October 27, 2020** –The Ad Hoc By-Law Review Committee reviewed those changes and had additional recommendations to update the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016). A copy of those changes are Attached at Appendix A. Additional Changes approved at that meeting are **greyed out**) At the meeting, the committee proposed a number of additional changes for the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016).
4. **March 2, 2021** – The Governance and Policy Committee reviewed the Delegations Policy and proposed changes to the Toronto Catholic District School Board Operating By-Law 175 (as amended on April 21, 2016).
5. Due to the addition of some articles the new numbering has been indicated where possible.

D. EVIDENCE/RESEARCH/ANALYSIS

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

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

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

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

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

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

A temporary suspension of a By-laws' provision will expire no later than at the end of the meeting. The following provisions cannot be suspended.

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

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

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

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

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

5. Proposal: *Review Cycle (NEW ARTICLE 17.2)*

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

6. Proposal: *Audio/Video Recording of Meetings*

Every Committee/Board meeting (private and public) shall be recorded.

7. Proposal: *Dissolution of Committees*

The Board may dissolve any Committee at the organizational meeting or by resolution at any time as required, subject to adhering to applicable legislation.

8. Proposal: *Changes/Amendments to Bylaws*

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

9. Proposal: *Minority Report*

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

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

10. Proposal: *Recorded Votes*

All votes of Committee and Board shall be recorded.

11. Proposal: *Reports*

Trustees must receive reports 24 hours prior to being considered by Committee or Board.

12. Proposal: *Identification at Meetings*

Trustees and staff will be identified by name plates, ward numbers and positions that are visible to the public.

Any new senior staff will be introduced by the Director of Education following roll call. All staff making presentations to the Board will be introduced by the Director of Education prior to the presentation.

13. Proposal: *Purpose of Organizational Meetings*

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

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

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

- (a) Attend Board and Committee meetings but may not exercise a binding vote on a matter;
- (b) May request that a matter before the Board be put to a recorded vote;
- (c) Must disclose any conflict of interest to the Board or Committee. During the discussion of the matter that gives rise to conflict, the Student Trustee cannot participate in the discussion, attempt to influence the vote of Board members, cannot suggest a motion or exercise a non-binding recorded vote;
- (d) May not move or second motions but are entitled to suggest a motion to be moved by a member;
- (e) May attend closed session except on issues of personnel. Student Trustees may attend in camera (private) sessions but must not disclose or release to any member of the public, any confidential information acquired by virtue of their office or during private session, in accordance with the Act and *Ontario Regulation 7/07*.
- (f) Student Trustees may not participate electronically in meetings that are closed to the public in accordance with the Act.

15. Proposal: *Add to Definitions*

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

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

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

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

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

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

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

17. Proposal: *New Article*

DUTIES Roles and Responsibilities of the Board of Trustees

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

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

Only above changes all clauses remain the same.

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

The Director of Education is the supervisory officer appointed by the Board of Trustees, responsible for the day-to-day management and administration of all schools and departments, and the implementation of policies and directions approved by the Board.

The Director, as stated in sections 169.1, 198 and 283 of the Act, serves as the Chief Education Officer, Chief Executive Officer and Secretary to the Board.

The Director or designate will:

- (a) Preside over the Organizational Meeting until the Chair of the Board is elected;
- (b) Determine the times and location for the meetings of the Board

and Committees;

(c) Keep a full and correct record of the proceedings of every meeting of the Board and Committees;

(d) Provide copies of any reports requested by the Ministry of Education;

(e) Provide information to the Integrity Commissioner as deemed necessary in order to conduct an inquiry of a complaint made in accordance with the Trustee Code of Conduct;

(f) Provide the Integrity Commissioner with unrestricted access to all books, accounts, financial records and communications, files, papers, things or property belonging to or used by the TCDSB that the Integrity Commissioner believes to be necessary for an inquiry of a complaint made in accordance with the Trustee Code of Conduct.

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

19. Proposal: *Change: Elections*

Currently the Board's By-Law provides as follows:

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

3.12.3 If there are two or more nominations for any position, the vote shall be conducted by secret public ballot, provided that, with the agreement of a majority of Trustees, and the name of the candidate are recorded and announced;

Recommended Change from *Student Achievement and Well-Being, Catholic Education and Human Resource Committee* is as follows:

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

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

a) Trustees must be provided with the urgency or emergency of holding a special meeting. Special meetings adhering to the criteria (as described above) may be called by:

4.3.1 at the call of the Director;

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

4.3.3 at the written request to the Director from five Trustees on a date fixed by the Director that is within seven days of receipt of the request; and where the item with an explanation is included in the request; and

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

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

The agenda for a special meeting will include all matters that are to be considered at the meeting, including a brief statement of the items to be considered, and will indicate whether any part of the meeting should be held in public or in private session.

A matter that is not included on the Special Board or Committee meeting agenda cannot be considered, unless it qualifies as emergency business and two-thirds majority of the members present at the meeting wish to consider the matter.

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

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

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

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

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

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

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

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

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

Recommended Additions from *Student Achievement and Well-Being, Catholic Education and Human Resource Committee* is as follows:

5.6.2 Neither the Chair nor the Vice-Chair of the Board have ex-officio status on an Ad-Hoc committee. Trustee membership on all Ad-Hoc committees will be listed on the Board's website.

5.10.2 Neither the Chair nor the Vice-Chair of the Board have ex-officio status on a sub-committee. Trustee membership on all sub-committees will be listed on the Board's website.

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

Currently the Board's By-Law provides as follows:

5.6 Membership of Ad-Hoc Committees shall be a fixed number of Trustees, being no more than one-third of the Board of Trustees. To the extent possible the Board of Trustees shall ensure equitable distribution of Trustees on Committees and it is strongly recommended that each Trustee shall sit on a maximum of three Ad-Hoc Committees. Committee membership shall include TCDSB staff as determined by the Director and other appropriate individuals as determined by the Board of Trustees from time to time. Trustees will be appointed by the Board when the Ad-Hoc Committee is established or may be appointed at a later time.

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

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

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

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

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

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

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

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

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

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

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

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

18.1 Reimbursement for Costs and Expenses Relating to Municipal Conflict of Interest Proceedings that upon receipt of a formal documented request, in consultation with the Board of Trustees, the TCDSB shall pay on behalf of or reimburse, irrespective of any awarded costs, all reasonable costs and expenses, as agreed or taxed, incurred by a Trustee who has been found not to have contravened Article 5 of the Municipal Conflict of Interest Act.

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

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

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

ADD:

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

COMMENT: Contact numbers may change.

Perhaps just website? Should provide address, fax, email, phone etc.

E. STAFF RECOMMENDATION

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

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