
TORONTO CATHOLIC DISTRICT SCHOOL BOARD

OPERATING BY-LAW No. 175, 2016
(as amended at May 18, 2023 and November XX, 2024)_



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ARTICLE 1 - INTERPRETATION

1.1 Meaning of Terms

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

- 1.1.1 the singular includes the plural and vice versa;
- 1.1.2 words importing gender shall include all genders; and
- 1.1.3 a reference to a statute refers to that statute and any regulations or rules issued thereunder, as amended, supplemented or replaced from time to time.

1.2 Definitions

In this By-law, the following definitions apply:

“Ad-Hoc Committee” - a committee established by the Board of Trustees to fulfill a specific task or objective. *Ad-Hoc* Committees are established for a limited duration and are dissolved in accordance with Article 7.4.4 (i.e. the earlier of the delivery of its final report to the Board of Trustees, a resolution of the Board of Trustees to dissolve the Committee; or at the end of the Year);

“Board of Trustees” – the Board of Trustees of the Toronto Catholic District School Board;

“Committee” – any committee or subcommittee of the Board of Trustees established under this By-law or the *Education Act*, including Standing Committees, Statutory Committees, and *Ad-Hoc* Committees, but not Community Advisory Committees;

“Community Advisory Committee” – a committee established by the Board of Trustees to provide community advice to the Board of Trustees on specific policies or programs. It does not deliver services, direct staff, or make decisions binding on the Board, and is not a “Committee” as defined in Article 1.2;

“Deputy Minister” – the Ontario Deputy Minister of Education;

“Director” – the Director of Education;

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“**Education Act**” and “**Act**” – the *Education Act*, R.S.O. 1990, c. E.2, and includes, where the context requires, the Regulations enacted thereunder;

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

“**Meeting**” – includes a meeting of the Board of Trustees and a meeting of a Committee;

“**Member**” – when used in **Article 9.8, Article 11, and Article 12**, means a person who is a member of the Board of Trustees or a committee, as the case requires, who is entitled to vote at the relevant Meeting;

“**Minister**” – the Ontario Minister of Education;

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

“**Municipal Conflict of Interest Act**” – the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50 and includes, where the context requires, the Regulations enacted thereunder;

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

“**Presiding Officer**” – the person determined to be the presiding officer in accordance with Article **5.5**;

“**Private Session**” – a meeting from which the public has been excluded in accordance with Article **6.18**;

“**Public Session**” – a meeting which is open to the public in accordance with Article **6.16**;

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

“**Senior Staff**” – an employee of the Board of Trustees at or above the level of Superintendent;

“**Standing Committee**” – any permanent committee established by the Board

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of Trustees, other than Statutory Committees. Community Advisory Committees and *Ad-Hoc* Committees are not Standing Committees;

“**Statutory Committee**” – any committee that, by law, the TCDSB is required to establish;

“**Student Trustee**” – a secondary school student who is elected by a student body in accordance with the *Education Act*, any related regulations, and Board policies, to represent the interests of students at the Board. A Student Trustee must be a full-time pupil in grades 11 or 12 at a school of the Board at all times during their term of office;

“**Sub-Committee**” – a committee that is established by a Committee of the Board to work on a specific issue within that Committee’s mandate. A Sub-Committee reports to the Committee that established it;

“**TCDSB**” – the Toronto Catholic District School Board;

“**Trustee**” – a person elected, acclaimed, or appointed to the office of trustee of the Board of Trustees according to the provisions of the *Education Act* or the *Municipal Elections Act*;

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

“**Year**” – (unless qualified by the word “calendar”, “school”, “fiscal”, or other such modifier) the period commencing on November 15 and ending on the fourteenth (14th) day of the next November.

1.3 Committee of the Whole Board

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

1.4 Inadvertent Omission

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

ARTICLE 2 - DUTIES OF THE BOARD OF TRUSTEES & OFFICERS

2.1 The Board of Trustees

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

- 2.1.1 promote student achievement and well-being;
- 2.1.2 effectively use and ensure effective stewardship of the resources entrusted to it for the purposes of delivering effective and appropriate education;
- 2.1.3 ensure the delivery of effective and appropriate education programs to TCDSB’s students;
- 2.1.4 develop and maintain policies and organizational structures that,
 - 2.1.4.1 promote the goals referred to in Articles 2.1.1 to 2.1.3, and
 - 2.1.4.2 encourage students to pursue their educational goals;
- 2.1.5 monitor and evaluate the effectiveness of policies developed by the Board of Trustees under Article 2.1.4 in achieving the Board of Trustees’ goals and the efficiency of the implementation of those policies;
- 2.1.6 develop a multi-year plan (the “Multi-Year Plan”) for three or more school years aimed at achieving the goals referred to in Articles 2.1.1 to 2.1.3;
- 2.1.7 ensure that the Multi-Year Plan includes measures respecting the allocation of resources to improve student outcomes that fall below outcomes specified in regulations under the Education Act;
- 2.1.8 annually review the Multi-Year Plan with the Director;
- 2.1.9 have responsibility for hiring of the Director and shall ensure that the employment contract with the Director includes a conflict resolution mechanism for dealing with any potential conflict between the Director and the Board of Trustees;

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- 2.1.10 monitor and evaluate the performance of the Director, or the supervisory officer acting as the Director, in meeting,
 - 2.1.10.1 the Director's duties under the Act or any policy, guideline, or regulation made under this Act, including duties under the Multi-Year Plan referred to in Article 2.1.6, and
 - 2.1.10.2 any other duties assigned by the Board of Trustees;
- 2.1.11 respond to any request by the Director regarding the criteria and process for the appointment of any associate or deputy Directors or supervisory officers; and
- 2.1.12 manage the resources entrusted to it in a manner that upholds public confidence.

2.2 Trustees

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

- 2.2.1 carry out the Trustee's responsibilities in a manner that assists the Board of Trustees in fulfilling its duties under the Act, the regulations, and the guidelines issued under the Act;
- 2.2.2 attend and participate in meetings of the Board of Trustees, including meetings of Committees of which the Trustee is a member;
- 2.2.3 consult with parents, students, and supporters of the TCDSB on the Multi-Year Plan;
- 2.2.4 bring concerns of parents, students, and supporters of the TCDSB to the attention of the Board of Trustees;
- 2.2.5 uphold the implementation of any resolution of the Board of Trustees after it is passed by the Board of Trustees;
- 2.2.6 entrust the day-to-day management of the TCDSB to its staff through the Director;

ARTICLE 2 – DUTIES OF THE BOARD OF TRUSTEES & OFFICERS

- 2.2.7 maintain focus on student achievement and well-being; and
- 2.2.8 comply with the Board of Trustees' Code of Conduct.

2.3 Duties of the Director

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

- 2.3.1 annually review with the Board of Trustees the Multi-Year Plan;
- 2.3.2 ensure that the Multi-Year Plan establishes the TCDSB's priorities and identifies specific measures and resources that will be applied in achieving those priorities and in carrying out its duties under the Act, in particular, its responsibility for student achievement;
- 2.3.3 implement and monitor the implementation of the Multi-Year Plan;
- 2.3.4 report quarterly to the Board of Trustees on the implementation of the Multi-Year Plan;
- 2.3.5 act as Secretary;
- 2.3.6 oversee the day-to-day management of the TCDSB;
- 2.3.7 have sole responsibility, either directly or indirectly through a designate or designates, for all hiring, monitoring, evaluation, and termination, other than the hiring, monitoring, evaluation, and termination of the Director including the responsibility to determine what positions are required;
- 2.3.8 establish a process for the hiring of any associate or deputy Director, which process shall include participation of the Chair of the Board of Trustees and up to two other Trustees chosen by the Board of Trustees;
- 2.3.9 collaborate with the Board of Trustees in setting the criteria and process for the appointment of supervisory officers, which criteria shall ensure that the TCDSB's values and vision are reflected;
- 2.3.10 immediately upon discovery bring to the attention of the Board of Trustees any act or omission by the Board of Trustees that in the

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opinion of the Director may result in, or has resulted in, a contravention of the Act or any policy, guideline, or regulation made under the Act; and

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

2.4 Duties of other Senior Staff and other TCDSB Employees

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

2.5 Officers Named

The officers of the TCDSB shall be:

- 2.5.1 the Chair of the Board of Trustees, who shall be a Trustee;
- 2.5.2 the Vice-Chair of the Board of Trustees, who shall be a Trustee;
- 2.5.3 the Secretary, who shall be the Director;
- 2.5.4 the Treasurer, who shall be the Associate Director, Business Services; and
- 2.5.5 the Honorary Director of Education, who shall be the Archbishop of Toronto.

2.6 Duties of the Chair of the Board of Trustees

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

- 2.6.1 preside over meetings of the Board of Trustees;
- 2.6.2 conduct the meetings in accordance with the Board of Trustees' procedures and practices for the conduct of Board of Trustees meetings;

ARTICLE 2 – DUTIES OF THE BOARD OF TRUSTEES & OFFICERS

- 2.6.3 establish agendas for Board of Trustees meetings, in consultation with the Director or **the** designate acting as the Director;
- 2.6.4 ensure that members of the Board of Trustees have the information needed for informed discussion of the agenda items;
- 2.6.5 act as spokesperson to the public on behalf of the Board of Trustees, in consultation with the Director, unless otherwise determined by the Board of Trustees, provided, however, that when there is doubt as to the interpretation of policy, or there is no established policy, the Chair of the Board of Trustees shall seek direction from the Board of Trustees regarding the substance and manner in which the matter is to be expressed;
- 2.6.6 convey the decisions of the Board of Trustees to the Director or the supervisory officer acting as the Director;
- 2.6.7 provide leadership to the Board of Trustees in maintaining the Board of Trustees' focus on its Multi-Year Plan;
- 2.6.8 provide leadership to the Board of Trustees in maintaining the Board of Trustees' focus on the Board of Trustees' mission and vision;
- 2.6.9 provide leadership to the Board of Trustees in adhering to the Board of Trustees' Code of Conduct; and
- 2.6.10 assume such other responsibilities as may be specified by the Board of Trustees.

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

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

- 2.7.1 in the absence of the Chair of the Board of Trustees, or in the event of the inability of the Chair of the Board of Trustees to act, assume any or all of the duties of the Chair of the Board of Trustees, except those which are precluded by law, By-law, or regulation;
- 2.7.2 perform such other duties as may be prescribed by the Board of Trustees from time to time.

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2.8 Duties of the Secretary

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

- 2.8.1 attend in person all Meetings of the Board of Trustees and, in person or by delegated representative, Meetings of all Committees;
- 2.8.2 prepare or arrange to have prepared by a delegated representative minutes of all Meetings;
- 2.8.3 keep records or arrange to have kept records as required by law and subject to the directions of the Board of Trustees;
- 2.8.4 conduct the official correspondence on behalf of the Board of Trustees;
- 2.8.5 receive and pass on to the Board of Trustees or the relevant Committee all correspondence, petitions, and reports of other officials;
- 2.8.6 prepare, in consultation with the appropriate Chair, the draft agenda of all Board of Trustees and Committee Meetings;
- 2.8.7 maintain an up-to-date policy register;
- 2.8.8 have charge of all correspondence, reports, and other documents;
- 2.8.9 promulgate all orders, policies and other directions of the Board of Trustees and other matters in accordance with requirements of the law;
- 2.8.10 bring to the attention of the Board of Trustees any matter in respect of which, in the opinion of the Secretary, it may be necessary or useful for the Board of Trustees to be aware; and
- 2.8.11 perform such other duties as may be prescribed by the Board of Trustees from time to time.

2.9 Duties of the Treasurer

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

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- 2.9.1 submit to the Board of Trustees annually, and quarterly, a statement of estimated revenue and expenditures;
- 2.9.2 have prepared for submission to the Board of Trustees the annual financial statements and the auditor's report;
- 2.9.3 report annually to the Board of Trustees particulars of existing insurance and fidelity bonds expiring during such **fiscal** year with recommendations for renewal;
- 2.9.4 report to the Board of Trustees from time to time and as requested by the Board of Trustees on all financial matters; and
- 2.9.5 perform such other duties as may be prescribed by the Board of Trustees from time to time.

2.10 Code of Conduct

Note: on January 1, 2025, Article 2.10 below is repealed.

- 2.10.1 The Board of Trustees shall adopt a code of conduct.
- 2.10.2 A member of the Board of Trustees who has reasonable grounds to believe that a member of the Board of Trustees has breached the Board of Trustees' code of conduct may bring the alleged breach to the attention of the Board of Trustees.
- 2.10.3 If an alleged breach is brought to the attention of the Board of Trustees under Article **2.10.2**, the Board of Trustees shall make inquiries into the matter and shall, based on the results of the inquiries, determine whether the member has breached the Board of Trustees' code of conduct.
- 2.10.4 If the Board of Trustees determines under Article **2.10.3** that the member has breached the Board of Trustees' code of conduct, the Board of Trustees may impose one or more of the following sanctions:
 - 2.10.4.1 censure of the member;
 - 2.10.4.2 barring the member from attending all or part of a meeting of the Board of Trustees or a meeting of a

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Committee of the Board of Trustees, which, for the sake of certainty, shall be deemed to be an authorized absence by the member; or

- 2.10.4.3 barring the member from sitting on one or more Committees of the Board of Trustees, for the period of time specified by the Board of Trustees.
- 2.10.5 A member of a Board of Trustees who is barred from attending all or part of a meeting of the Board of Trustees or a meeting of a Committee of the Board of Trustees under Article 2.10.4 is not entitled to receive any materials that relate to that meeting or that part of the meeting and that are not available to members of the public.
- 2.10.6 If a Board of Trustees determines that a member has breached the Board of Trustees' code of conduct under Article 2.10.3,
 - 2.10.6.1 the Board of Trustees shall give the member written notice of the determination and of any sanction imposed by the Board of Trustees;
 - 2.10.6.2 the notice shall inform the member that the member may make written submissions to the Board of Trustees in respect of the determination or sanction by a date specified in the notice that is at least 14 days after the notice is received by the member; and
 - 2.10.6.3 the Board of Trustees shall consider any submissions made by the member in accordance with Article 2.10.6.2 and shall confirm or revoke the determination within 14 days after the submissions are received.
- 2.10.7 If the Board of Trustees revokes a determination under Article 2.10.6.3, any sanction imposed by the Board of Trustees is revoked.
- 2.10.8 If the Board of Trustees confirms a determination under Article 2.10.6.3, the Board of Trustees shall, within the time referred to in that Article, confirm, vary, or revoke the sanction.
- 2.10.9 Despite Article 2.10.2 but subject to Article 2.10.10, the part of a

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meeting of the Board of Trustees during which a breach or alleged breach of the Board of Trustees' code of conduct is considered may be closed to the public when the breach or alleged breach involves any of the following matters:

- 2.10.9.1 the security of the property of the TCDSB;
 - 2.10.9.2 the disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees or Committee, an employee or prospective employee of the TCDSB, or a student or a student's parent or guardian;
 - 2.10.9.3 the acquisition or disposal of a school site;
 - 2.10.9.4 decisions in respect of negotiations with employees of the TCDSB; or
 - 2.10.9.5 litigation affecting the TCDSB.
- 2.10.10 A Board of Trustees shall do the following things by resolution at a meeting of the Board of Trustees, and the vote on the resolution shall be open to the public:
- 2.10.10.1 make determination under Article 2.10.3 that a member has breached the Board of Trustees code of conduct;
 - 2.10.10.2 impose a sanction under Article 2.10.4;
 - 2.10.10.3 confirm or revoke a determination under Article 2.10.6.3;
 - 2.10.10.4 confirm, vary, or revoke a sanction under Article 2.10.8.
- 2.10.11 A member who is alleged to have breached the Board of Trustees' code of conduct shall not vote on a resolution to do any of the things described in paragraphs 1 to 4 of Article 2.10.10.
- 2.10.12 The passage of a resolution to do any of the things described in paragraphs 1 to 4 of Article 2.10.10 shall be recorded in the minutes of the meeting.

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

Note: on January 1, 2025, Article 2.10 above is repealed and the following is substituted:

2.10 Code of Conduct

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

2.10.2 A member of the Board of Trustees who has reasonable grounds to believe that another member of the Board of Trustees has breached the Board of Trustees' code of conduct shall bring the alleged breach to the attention to (a) the vice-chair, if the notice relates to the conduct of the chair; (b) another member of the Board of Trustees who is neither the complainant or the subject of the complaint if the notice relates to the conduct of both the chair and vice-chair; and (c) in all other situations, the chair. The member of the Board of Trustees giving notice shall also provide a copy to the director of education and shall comply with all other requirements of the Trustees' code of conduct.

2.10.3 No member of the Board of Trustees shall give notice of an alleged breach of the Trustee's code of conduct if the allegation is frivolous or vexatious or the notice is given in bad faith.

2.10.4 The individual in receipt of the notice of the alleged breach set out in **Article 2.10.2** shall immediately provide a copy of the written notice to the member of the Board of Trustees whose conduct is the subject of the alleged breach and to the Board of Trustees.

2.10.5 If the matter is not resolved within twenty (20) business days after the member of the Board of Trustees and the Board of Trustees receives the notice under **Article 2.10.2**, the matter shall be referred to the integrity commissioner duly appointed pursuant to the *Education Act* and applicable regulation.

2.10.6 The Board of Trustees and all individual members of the Board of Trustees shall assist the integrity commissioner in the conduct of their investigation and shall appear before the integrity commissioner to give evidence when requested.

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2.10.7 If the integrity commissioner determines that a member of the Board of Trustees has breached the Board of Trustees' code of conduct, then the integrity commissioner may impose one or more of the following sanctions:

2.10.7.1 Censure of the member of the Board of Trustees;

2.10.7.2 Requiring the board to reduce the member's honorarium by an amount not exceeding the prescribed amount, requiring the member to return any excess already paid to the member and authorizing the board to recover the excess from the member;

2.10.7.3 Barring the member from attending all or part of one or more meetings of the board or one or more meetings of a committee of the board, for the period of time specified by the integrity commissioner up to a maximum of 90 days or the balance of the member's term of office, whichever is less.

2.10.7.4 Barring the member from sitting on one or more committees of the board, for the period of time specified by the integrity commissioner, up to a maximum of 90 days or the balance of the member's term of office, whichever is less.

2.10.7.5 Barring the member from becoming the chair or vice-chair of the board or of any committee of the board, or removing the member from any of those positions.

2.10.7.6 Barring the member from exercising the privileges of a board member or acting as a board representative, or removing the member from a position the member holds as a board representative.

2.10.7.7 Subject to any other limits set out in **Articles 2.10.7.1 to 2.10.7.6**, any other sanction that, in the opinion of the integrity commissioner, is reasonable and appropriate in the circumstances.

2.10.7.8 Subject to any other limits set out in **Articles 2.10.7.1**

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to 2.10.7.6, any other sanction that, in the opinion of the integrity commissioner, would promote compliance with the board's code of conduct.

2.10.8 For greater certainty,

2.10.8.1 The imposition of a sanction by the integrity Commissioner as described in Article 2.10.7 barring a member from attending all or part of one meeting of the board shall be deemed, for the purpose of s. 228(1)(b) of the *Education Act*, or applicable regulation, to be authorization for the member to be absent from the meeting.

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

2.10.9 The integrity commissioner shall give written notice to the member of the Board of Trustees and to the Board of Trustees of their determination by placing their written reasons for findings and any sanctions imposed via a written report on an agenda for a meeting of the Board of Trustees. The integrity commissioner's written determination shall be provided to the Board of Trustees and the integrity commissioner shall not be required to answer questions or present to the Board of Trustees on its determination to appeal or not appeal.

2.10.10 The Board of Trustees shall reduce the honorarium of a member of the Board of Trustees when required by the integrity commissioner's written determination by resolution at a meeting of the Board of Trustees.

2.10.11 Either the Board of Trustees or the member of the Board of Trustees whose conduct was the subject of the integrity commissioner's determination may appeal the integrity commissioner's determination, the sanctions imposed, or both, and the Board of Trustees and member of the Board of Trustees are the

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parties to such an appeal.

- 2.10.12 The Board of Trustees shall make a determination of whether to appeal the determination of the integrity commissioner by resolution at a meeting of the Board of Trustees within the prescribed appeal time limit, and the vote on the resolution shall be open to the public.
- 2.10.13 The member whose conduct was the subject of the integrity commissioner's determination shall not vote on a Board of Trustees resolution to appeal the integrity commissioner's determination under **Article 2.10.12**.
- 2.10.14 The passage of a resolution to do any of the things described in **Article 2.10.10** or **Article 2.10.12** shall be recorded in the minutes of the meeting.
- 2.10.15 The Board or Trustees or member of the Board of Trustees who appeals the integrity commissioner's determination shall give written notice of the appeal to the other party and to the Deputy Minister no later than fifteen (15) business days after receiving notice of the integrity commissioner's written decision or determination.
- 2.10.16 In the event that the appeal panel duly appointed under the *Education Act* and applicable regulation overturns the determination made by the integrity commissioner, any sanctions imposed by the integrity commissioner are immediately revoked and the overturning shall be deemed to be effective as of the date the original determination was made by the integrity commissioner.
- 2.10.17 In the event that the appeal panel duly appointed under the *Education Act*, and applicable regulation varies the determination made by the integrity commissioner, any sanctions imposed by the integrity commissioner are immediately varied and the variation shall be deemed to be effective as of the date the original determination was made by the integrity commissioner.
- 2.10.18 The Board of Trustees shall keep records and publish information on its website about each of the following:

ARTICLE 2 – DUTIES OF THE BOARD OF TRUSTEES & OFFICERS

2.10.18.1 A matter referred to the integrity commissioner by the Board of Trustees under **Article 2.10.5**;

2.10.18.2 A written decision or determination of the integrity commissioner;

2.10.18.3 A determination of the appeal panel constituted under the *Education Act* and any applicable regulation.

2.10.19 Despite **Article 2.10.18**, the Board of Trustees shall only publish such information as appropriate when the breach or alleged breach of the member of the Board of Trustees involves any of the following matters:

2.10.19.1 The security of the property of the TCDSB;

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

2.10.19.3 The acquisition or disposal of a school site;

2.10.19.4 Decisions in respect of negotiations with employees of the TCDSB; or

2.10.19.5 Litigation affecting the TCDSB.

2.10.20 The *Statutory Powers Procedure Act*, RSO 1990, c. S.22, does not apply to anything done under this **Article 2.10**.

ARTICLE 3 - RULES OF ORDER

3.1 Rules at Meetings of the Board of Trustees

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

3.2 Rules at Meetings of Committees

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

3.3 Robert's Rules of Order

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

ARTICLE 4 - PRESIDING OFFICER AT BOARD AND COMMITTEE MEETINGS

4.1 Presiding Officer at Inaugural Meeting

Notwithstanding anything set out in this **Article 4**, the Presiding Officer at the Inaugural Meeting shall be determined in accordance with **Article 5**.

4.2 Chair to Preside

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

4.3 When Vice-Chair to Preside

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

4.4 When Other Trustee to Preside

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

4.5 Chair Permitted to Speak

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

4.6 Chair Pro Tem

If the Chair of a Meeting elects to vacate the chair for any reason, the Chair shall

ARTICLE 4 – PRESIDING OFFICER AT BOARD AND COMMITTEE MEETINGS

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

- 4.6.1 Vice-Chair if that person has not spoken;
- 4.6.2 another member present if that person has not spoken;
- 4.6.3 Vice-Chair even if that person has spoken; and
- 4.6.4 another member present even if that person has spoken.

ARTICLE 5 - INAUGURAL MEETING

5.1 Date of Inaugural Meeting

Subject to any statutory requirement, the Board of Trustees shall, at or before the last regular meeting in October in each calendar year that is not an election year and in September in each calendar year that is an election year, fix a day and time for an Inaugural Meeting of the Board of Trustees for the following Year.

5.1.1 In the calendar years in which all Trustees are elected or acclaimed at the regular election under the *Municipal Elections Act*, the Inaugural Meeting shall be held not earlier than November 15 and not later than November 22. However, on the petition of a majority of members of the newly elected Board of Trustees, the Director may provide for the calling of the Inaugural Meeting at some other date and time, provided that the Inaugural Meeting remains the first meeting of the newly elected Board of Trustees.

5.1.2 In the calendar years that are not election years, the Inaugural Meeting shall be held at the first meeting on or after November 15.

5.1.3 The Director will plan the Inaugural Meeting in consultation with the Chair of the Board of Trustees. The Inaugural Meeting is a regular Meeting of the Board of Trustees.

5.2 Orientation

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

5.3 Service of Dedication of the Roman Catholic Trustee

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

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

ARTICLE 5 – INAUGURAL MEETING

"Commissioning of Catholic Trustees"; and

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

5.4 Procedure at Inaugural Meeting

The procedure at the Inaugural Meeting of the Board of Trustees in each Year, subject to other By-laws, shall be as set out in Article 5.5 through Article 5.12.

5.5 Presiding Officer at Inaugural Meeting

The Presiding Officer at the Inaugural Meeting shall be:

- 5.5.1 the Director until the first of the persons below who is present is elected;
- 5.5.2 the Chair of the Board of Trustees upon election to office, if present;
- 5.5.3 in the absence of the Chair of the Board of Trustees, the Vice-Chair of the Board of Trustees upon election to office, if present; and
- 5.5.4 in the absence of the Chair of the Board of Trustees and the Vice-Chair of the Board of Trustees, the Trustee present who shall have been elected by the Trustees present to be chair of the Inaugural Meeting.

5.6 Preliminary Proceedings

The Presiding Officer shall,

- 5.6.1 open the meeting with a prayer and read memorials;
- 5.6.2 in a Year in which Trustees are elected, read the returns of any elections, following which the newly elected Trustees shall take their places.

ARTICLE 5 – INAUGURAL MEETING

- 5.6.3 ensure each Trustee takes the Declaration of Office and Oath of Allegiance, as required by the *Education Act*;
- 5.6.4 read apologies and call the Roll; and
- 5.6.5 in a **Year** in which Trustees are elected, declare the Board of Trustees legally constituted.

5.7 Election of Chair of the Board of Trustees

The Presiding Officer shall then proceed with the election of the Chair of the Board of Trustees, which shall be conducted in accordance with **Article 5.12**.

5.8 Election of Other Officials

The Presiding Officer shall proceed with the election of the Vice-Chair of the Board of Trustees and any other officers being elected, which shall be conducted in accordance with **Article 5.12**.

5.9 Election of Chair and Vice-Chair of Committees

The Presiding Officer shall then proceed with the election of the Chair and Vice-Chair of each Committee, as necessary. The election shall be conducted in the manner set out in **Article 5.12**.

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

5.10 Other Appointments

The Presiding Officer shall then proceed with the election of persons who are to be appointed to local boards and other organizations, which elections shall be conducted in accordance with **Article 5.12**.

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

5.11 Further Business

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

5.12 Elections

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

- 5.12.1 Nominations (including self-nominations) shall be sought, each of which shall be moved and seconded;
- 5.12.2 After the nominations for the position have been closed and before the vote is taken, each candidate who has not already so declared, and in the sequence nominated, shall declare whether or not the candidate will accept the nomination;
- 5.12.3 If there are two or more nominations for any position, the vote shall be conducted by secret ballot, provided that, with the agreement of a majority of Trustees, a recorded vote may be used pursuant to which the identity of both the Trustee voting and the name of the candidate are recorded and announced;
- 5.12.4 With the approval of the Board of Trustees, two returning officers shall be appointed, the duties of whom shall include the distribution and counting of the ballots; and
- 5.12.5 After each ballot has been counted in any round of balloting, the name of every candidate receiving no votes, and the name of the candidate otherwise receiving the lowest number of votes shall be dropped, and the balloting shall so continue until a candidate has received a majority of the votes of the Trustees present;
- 5.12.6 At any time that there are three or more names remaining on a ballot and two or more nominees are tied with the least number of votes, a vote shall be taken to decide which of such tied nominees shall remain on the list of names to be voted upon in the next round of voting; and
- 5.12.7 In the case of an equality of votes between two, or among three or

ARTICLE 5 – INAUGURAL MEETING

more, candidates for any office or position, during three consecutive ballots, the candidates shall draw lots to fill the office or position.

ARTICLE 6 - MEETINGS

6.1 **Regular Meetings – Time, Place & Attendance**

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

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

6.1.1 **Frequency of Attendance at Regular Meetings**

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

6.1.1.1 A Trustee vacates their seat if they absent themselves from three consecutive regular meetings of the Board of Trustees, without being authorized by resolution entered in the minutes. **This rule does not apply to a Trustee who is absent for 20 consecutive weeks or less as a result of the Trustee’s pregnancy, the birth of the Trustee’s child, or the adoption of a child by the Trustee.**

6.1.1.2 A Trustee must be physically present in the meeting room of the Board of Trustees for at least three regular meetings of the Board of Trustees in each 12-month period beginning **November 15**.

6.2 **Monthly Special Meetings of the Board**

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

ARTICLE 6 – MEETINGS

- 6.2.1 all matters, for which a clear majority of the full Board was not received, questioned by a minimum of at least three (3) Trustees at such Special Meeting of the Board shall, without debate, stand referred to the next regular meeting of the Board provided in **Article 6.1**.
- 6.2.2 at any time during a standing committee meeting, any matter may be identified for questioning and such will be noted without debate.

6.3 Other Special Meetings – Requirements for Calling & Notice

Special Meetings of the Board of Trustees shall be held only to consider **Urgent Matters**. The person calling the Special Meeting or requesting that the Special Meeting be called must indicate why the matter(s) to be considered are **Urgent Matters**. A Special Meeting may be held:

- 6.3.1 at the call of the Director; or
- 6.3.2 at the call of the Chair of the Board of Trustees; or
- 6.3.3 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.

Where the Chair of the Board of Trustees and the Director agree that a Special Meeting will be held, such meeting may be held with twenty-four (24) hours' **notice** delivered to each Trustee.

6.4 Committee Meetings – Time & Place

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

- 6.4.1 shall be held at the business office of the Board of Trustees;
- 6.4.2 the Private session shall be held at 6:00 p.m.; and
- 6.4.3 the Public session shall be held commencing at 7:00 p.m.; or such other time as approved by a majority of members of the committee assuming required staff is available.

6.5 Notice of Other Than Required Regular Monthly Meetings

Subject to the provisions of **Article 6.3 and Article 9**, written or electronic notice of every Special Meeting of the Board of Trustees and of every Meeting of every Committee shall:

- 6.5.1 be communicated to each Trustee at least one-hundred-and-twenty (120) hours before the start time of a Committee Meeting and at least twenty-four (24) hours before the start time of a Special Meeting;
- 6.5.2 state all business to be considered; and
- 6.5.3 for Special Meetings, a matter that is not included on the agenda may be considered at a Special Meeting of the Board only if the following criteria are met:
 - 6.5.3.1 it is an Urgent Matter;
 - 6.5.3.2 all members of the Board are present at the meeting; and
 - 6.5.3.3 all members of the Board unanimously agree to consider the matter.

6.6 Cancellation of Meetings

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

- 6.6.1 in the case of a Special Meeting of the Board of Trustees called by the Director under **Article 6.3.1 or 6.3.3**, or by the Chair of the Board of Trustees under **Article 6.3.2**, if the Director or Chair of the Board of Trustees, respectively, deems that the need for such Special Meeting no longer exists;
- 6.6.2 in the case of a **Special** Meeting of the Board of Trustees called under **Article 6.3.3**, if not less than half of the Trustees at whose request the Special Meeting was called, give a further written request that such Special Meeting be cancelled; or
- 6.6.3 in the case of **any regular** or Special Meeting of the Board or Committee:

ARTICLE 6 – MEETINGS

- 6.6.3.1 where a polling of Trustees indicates that quorum will not be reached at the scheduled time; or
- 6.6.3.2 in extraordinary circumstances, by the Director in consultation with the Chair of the Board of Trustees or Chair of the Committee.

6.7 Automatic Cancellation by Inaugural Meeting

Unless otherwise ordered by motion of the Board of Trustees, the holding of the Inaugural Meeting of the Board of Trustees as prescribed in Article 5 shall automatically cancel any Meeting that is not fixed in the By-laws of the Board of Trustees.

6.8 Electronic Attendance at Meetings

Trustees may participate electronically in meetings in accordance with the requirements for electronic attendance in the *Education Act*, related regulations, and TCDSB policy.

6.9 Call to Order

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

6.10 Quorum for Meetings of the Board of Trustees & Committees Composed of All Trustees

Subject to the *Municipal Conflict of Interest Act*, a majority of the Trustees of the Board of Trustees eligible to vote shall constitute a quorum for Meetings of the Board of Trustees and of a Committee composed of all Trustees.

6.11 How Quorum is to Be Counted

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

6.11.1 Where quorum as defined in **Article 6.10** or **Article 6.12** is not possible due to Trustees declaring a conflict under the *Municipal Conflict of Interest Act*, the remaining Trustees who have not declared a conflict, will constitute quorum where that number is at least two Trustees.

6.12 Quorum for Meetings of Committees Other than Committees Composed of All Trustees

Subject to **the *Municipal Conflict of Interest Act***, a majority of Trustees who are members of the Committee eligible to vote shall constitute a quorum for Meetings of that Committee.

6.13 Lack of Quorum

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

6.14 Quorum Lost

Subsequent to a meeting being called to order as provided in **Article 6.9**, whenever a motion is to be discussed or a vote called, the Chair shall ensure there is quorum, and to the extent quorum is no longer present the Chair shall note that fact and the Recording Secretary shall record in the Minutes of the Meeting the names of the Trustees who are present and the Meeting shall stand adjourned.

6.15 Seating

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

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

6.15.2 The Director and other support staff shall sit **close** to, and visible to, the Trustees and Public.

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

6.16 Meetings Open to the Public (Public Session)

Subject to the provisions of **Article 6.18** and subject to legislation governing Statutory Committees, each Meeting of the Board of Trustees and of a Committee of the Board shall be open to the public, and no person shall be excluded except for improper conduct.

6.17 Conduct at Meetings

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

6.18 Meetings Closed to the Public (Private Session)

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

- 6.18.1 the security of the property of the TCDSB;
- 6.18.2 the disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees or Committee, an employee or prospective employee of the TCDSB, a student, or the parent or guardian of the student;
- 6.18.3 the acquisition or disposal of a school site;
- 6.18.4 decisions in respect of negotiations with employees of the TCDSB;
or
- 6.18.5 litigation affecting the TCDSB.

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

6.19 Recess of Meeting by the Chair

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

6.19.1 The Chair shall conduct a roll call following a recess;

6.20 Maximum Length of Meeting

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

6.21 Extension of Length

Notwithstanding Article 6.20 and subject to maintaining a quorum, upon the consent of a majority of members eligible to vote, a meeting may be extended without limit beyond the maximum length otherwise provided in order to complete an item currently on the floor or to deal with a matter on the agenda deemed to be urgent.

Notwithstanding Article 6.20, upon the unanimous consent of all members eligible to vote who are present, a meeting may be extended without limit to deal with any item or items on the agenda.

6.22 Agenda Review

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

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

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

6.23 Minutes of Meetings To Be Kept

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

- 6.23.1 the date of the Meeting;
- 6.23.2 whether the Meeting was a regular or special Meeting;
- 6.23.3 the names of attendees, including:
- 6.23.3.1 the Trustees/members and their arrival and departure time,
 - 6.23.3.2 Senior Staff (or delegate, if applicable),
 - 6.23.3.3 external consultants,
 - 6.23.3.4 the TCDSB auditors and TCDSB solicitors,
 - 6.23.3.5 the Recording Secretary, and
 - 6.23.3.6 any other individuals invited to attend who were present;
- 6.23.4 a list of those Trustees who were absent; and
- 6.23.5 under the heading "Disclosure of Interest",
- 6.23.5.1 the name of each Trustee who disclosed an interest in any matter on the Agenda of such Meeting,
 - 6.23.5.2 an identification of the matter in which the Trustee disclosed the interest,
 - 6.23.5.3 if the public was not excluded from the Meeting, the general nature of the interest so disclosed,
- and to the extent an interest is declared later in the Meeting, the

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matters set out in Articles 6.23.5.1, 6.23.5.2 and 6.23.5.3 shall be recorded as well at the point in the minutes when the declaration was made;

6.23.6 all motions, and

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

ARTICLE 7 - COMMITTEES

7.1 General Requirements & Types of Committees

7.1.1 To the extent possible, the Board of Trustees shall ensure equitable distribution of Trustees on Committees.

7.1.2 There are three types of Committees of the Board:

- Statutory Committees – permanent committees that the Board is required by law to establish;
- Standing Committees – permanent committees established by the Board but that are not required by law; and
- *Ad-Hoc* Committees – committees established for a limited duration and a specified purpose.

7.1.3 Each Committee, regardless of its type, may establish one or more Sub-Committees in accordance with **Article 7.5**.

7.2 Statutory Committees

7.2.1 Establishment of Statutory Committees

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

- 7.2.1.1 Audit Committee;
- 7.2.1.2 Special Education Advisory Committee (SEAC);
- 7.2.1.3 Catholic Parent Involvement Committee (CPIC);
- 7.2.1.4 Suspension and Expulsion Committee; and
- 7.2.1.5 Supervised Learning Committee.

7.2.2 Composition of Statutory Committees

The composition of each Statutory Committee shall be as prescribed by the *Education Act* and its Regulations.

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7.2.3 Terms of Reference of Statutory Committees

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

7.3 Standing Committees

7.3.1 Establishment of Standing Committees

Standing Committees may be established by resolution of the Board of Trustees, consistent with the Board of Trustees' obligations under the *Education Act* and these By-Laws to consider policy issues for the Board of Trustees.

7.3.2 Composition of Standing Committees

7.3.2.1 Membership of the following Standing Committee(s) shall include all members of the Board of Trustees:

- Corporate Services Committee; and
- Student Achievement Committee.

7.3.2.2 Membership of the following Standing Committee shall include five (5) members of the Board of Trustees:

- Governance and Policy Committee.

7.3.3 Terms of Reference of Standing Committees

The terms of reference for each Standing Committee shall be set out in detail in the Board resolution establishing the committee, consistent with the following requirements:

7.3.3.1 The terms of reference shall not include dealing with the day-to-day management of the TCDSB;

7.3.3.2 If the *Education Act* or its Regulations set out requirements for the terms of reference of a Standing Committee, the terms of reference shall be as prescribed;

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- 7.3.3.3 If the *Education Act* or its Regulations do not contain requirements for the terms of reference of a Standing Committee, they shall be determined by the Board of Trustees from time to time;
- 7.3.3.4 The terms of reference of a Standing Committee shall be modified from time to time if required by **Article 7.4.3.2**; and
- 7.3.3.5 Terms of reference for each Standing Committee shall be published on the TCDSB website with the By-laws and shall appear on the agenda of the Standing Committees.

7.4 Ad-Hoc Committees

7.4.1 Establishment of Ad-Hoc Committees

Ad-Hoc Committees of the Board of Trustees may be established by resolution of the Board of Trustees, consistent with the Board of Trustees' obligations under the *Education Act* and these By-Laws.

7.4.2 Composition of Ad-Hoc Committees

To the extent possible, each Trustee shall sit on a maximum of three *Ad-Hoc* Committees. Membership on each *Ad-Hoc* Committee shall be composed of:

- 7.4.2.1 A fixed number of Trustees, not to exceed one-third of the Board of Trustees. Trustees will be appointed by the Board when the *Ad-Hoc* Committee is established or may be appointed at a later time;
- 7.4.2.2 Specified TCDSB staff, as determined by the Director; and
- 7.4.2.3 Other appropriate individuals as determined by the Board of Trustees from time to time.

7.4.3 Terms of Reference of *Ad-Hoc* Committees

7.4.3.1 The terms of reference for each *Ad-Hoc* Committee shall be set out in detail in the Board resolution establishing the committee, consistent with the following requirements:

- The terms of reference shall not include dealing with the day-to-day management of the TCDSB; and
- The terms of reference shall require the *Ad Hoc* Committee to report as required directly to the Board of Trustees, unless otherwise provided by resolution.

7.4.3.2 If relevant and permitted by law – and unless otherwise provided by resolution – where an *Ad-Hoc* Committee’s terms of reference overlap with those of a Standing Committee, matters within the *Ad-Hoc* Committee’s terms of reference shall be removed from the appropriate Standing Committee’s terms of reference until the *Ad-Hoc* Committee is dissolved.

7.4.4 Dissolution of *Ad-Hoc* Committees

7.4.4.1 An *Ad-Hoc* Committee shall be dissolved on the earliest of:

- the delivery of its final report to the Board of Trustees;
- at any time upon a resolution of the Board of Trustees; or
- at the end of the Year.

7.4.4.2 An *Ad-Hoc* Committee that has been dissolved under Article 7.4.4.1 may be reconstituted in a subsequent Year.

7.5 Sub-Committees

7.5.1 Establishment of Sub-Committees

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

7.5.2 Composition of Sub-Committees

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

7.5.3 Dissolution of Sub-Committees

A Sub-committee shall be dissolved **on the earlier of:**

- 7.5.3.1 upon the delivery of its final report to the Committee;
or
- 7.5.3.2 at any time upon a resolution of the Board or of the appointing Committee; or
- 7.5.3.3 at the end of the Year.

7.6 Chairs & Vice-Chairs of Committees

Chairs and Vice-Chairs of Committees shall be determined in accordance with **Article 5.9.**

7.7 Right of the Chair and Vice-Chair of the Board of Trustees re Committees: Effect on Quorum and Right To Vote

The Chair and Vice-Chair of the Board of Trustees have *ex officio* status on all Standing Committees and *Ad-Hoc* Committees of which they are not members.

If eligible by law to vote, the Chair and Vice-Chair of the Board of Trustees who are attending as an *ex officio* member of a Standing Committee or *Ad-Hoc* Committee, when present, shall:

ARTICLE 7 – COMMITTEES

7.7.1 not be counted in determining how many Trustees are required to constitute quorum;

7.7.2 be counted in determining whether quorum is met; and

7.7.3 have the right to vote,

at the Meeting.

For clarity, Articles 7.7.1 - 7.7.3 apply in the case of Statutory Committees only when the Chair or Vice-Chair of the Board, as the case may be, is a member of such Committee.

7.8 Voting at Meetings of Committees

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

7.8.1 in the case of the Chair of the Board of Trustees and Vice-Chair of the Board of Trustees, in accordance with Article 7.7; and

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

7.9 Resignation from Committees

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

7.10 Vacancies on Committees

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

7.11 Referral Power of the Board of Trustees

Notwithstanding anything in the By-laws, the Board of Trustees, upon the majority vote of all Trustees eligible to vote on the matter, shall have the power to refer any

matter to any Committee, regardless of the terms of reference of any Committee.

7.12 Committee Procedures

Each Committee may:

- 7.12.1 subject to the approval of the Board of Trustees, and subject to the other relevant provisions of the by-laws, establish procedures for the efficient operation of the Committee;
- 7.12.2 request from the Director reports concerning matters within its terms of reference; provided that, in the case of Statutory Committees, advance approval of the Board of Trustees shall be required before the Director acts upon the request;
- 7.12.3 receive reports from any officer of the Toronto Catholic District School Board concerning matters within its terms of reference;
- 7.12.4 hear delegations concerning matters within its terms of reference; and
- 7.12.5 receive and consider communications and petitions addressed to the Board of Trustees on any subject within the terms of reference of such Committee, without first being referred to the Board of Trustees.

7.13 Community Advisory Committees

From time to time, the Board may establish one or more Community Advisory Committees, as defined in **Article 1.2.**

7.13.1 Establishment of Community Advisory Committees

Community Advisory Committees may be established by resolution of the Board of Trustees, consistent with the Board of Trustees' obligations under the *Education Act* and these By-Laws.

7.13.2 Composition of Community Advisory Committees

Membership on each Community Advisory Committees shall be

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as follows:

7.13.2.1 A fixed number of Trustees, not to exceed two (2) Trustees;

7.13.2.2 One or more members of staff, as determined by the Director; and

7.13.2.3 One or more students, parents, and/or members of the community, as determined by the Board of Trustees from time to time. The Board shall establish criteria for the selection of the student, parent, and/or community members of the Community Advisory Committee, and shall choose member(s) based on those criteria.

7.13.3 Terms of Reference of Community Advisory Committees

The terms of reference for each Community Advisory Committee shall be set out in detail in the Board resolution establishing the committee, consistent with the following requirements:

7.13.3.1 The terms of reference shall state that the Community Advisory Committee does not deal with or advise on the day-to-day management of the TCDSB; and

7.13.3.2 The terms of reference shall require the Community Advisory Committee to report as required directly to the Board of Trustees, unless otherwise provided by resolution.

7.13.4 Dissolution of Community Advisory Committees

7.13.4.1 A Community Advisory Committee shall be dissolved on the earliest of:

- at any time upon a resolution of the Board of Trustees; or
- at the end of the Year.

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7.13.4.2 A Community Advisory Committee that has been dissolved under Article 7.13.4.1 may be reconstituted in a subsequent Year.

ARTICLE 8 - COMMITTEE REPORTS TO THE BOARD

8.1 General

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

8.2 Information to be Included

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

- 8.2.1 the name of the Committee;
- 8.2.2 the date of the Meeting;
- 8.2.3 whether the Meeting was a regular or special Meeting;
- 8.2.4 the names of:
 - 8.2.4.1 the Trustees and, where applicable, other members and their arrival and departure time;
 - 8.2.4.2 Senior Staff (or delegate, if applicable);
 - 8.2.4.3 external consultants;
 - 8.2.4.4 the TCDSB auditors and TCDSB solicitors;
 - 8.2.4.5 the Recording Secretary; and
 - 8.2.4.6 any other individuals invited to attend who were present;
- 8.2.5 under the heading “Disclosure of Interest”,
 - 8.2.5.1 the name of each Trustee who disclosed an interest in any matter on the Agenda of such Meeting;
 - 8.2.5.2 an identification of the matter in which the Trustee disclosed the interest; and

ARTICLE 8 – COMMITTEE REPORTS TO THE BOARD

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

and to the extent an interest is declared later in the Meeting, the matters set out in Article 8.2.5.1, 8.2.5.2 and 8.2.5.3 shall be recorded as well at the point in the minutes when the declaration was made;

8.2.6 all motions; and

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

8.3 Committee Reports and Minutes

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

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9.1 **Preparation & Delivery of Draft Meeting Agenda to Trustees**

The Chair of the Board of Trustees, or a Committee, as the case may be, in consultation with the Director, shall establish the agenda for every Meeting.

The draft Agenda and related materials for Standing Committees and Regular Board shall, subject to **Article 6.3**, be delivered to each Trustee one-hundred-and-twenty (120) hours (5 days) prior to the Meeting.

9.1.1 The Agenda and supporting materials may be delivered electronically.

9.2 **Delivery of Draft Meeting Agenda to non-Trustees**

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

9.3 **Posting of Agendas**

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

9.3.1 An item that is added to the Agenda after the 120-hour deadline must be publicly posted a minimum of twenty-four (24) hours in advance of the meeting, unless it is an Urgent Matter.

9.4 **Requirements for Placing Items on the Agenda or Order Paper of a Meeting of a Board of Trustees**

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

9.4.1 it is consistent with the requirements of the *Education Act*, its regulations, and the Board's by-laws;

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- 9.4.2 it is a matter that is referred to the Board of Trustees by a Committee;
- 9.4.3 the Committee having cognizance of the matter has delivered its written reports containing recommendations for action as prescribed by Article 8.1, and the reports have been sent electronically to each Trustee not less than one- hundred-and-twenty (120) hours (5 days) before the meeting, with hard copies to be sent to each Trustee not less than 72 hours (3 days) before the meeting;
- 9.4.4 it is a recommendation or report from a statutory committee established under the *Education Act* or the Ontario Catholic School Trustees' Association (OCSTA);
- 9.4.5 it is a Notice of Motion as prescribed in Article 9.7;
- 9.4.6 the matter is one for which Notice of Motion has been given at a prior Meeting of the Board of Trustees;
- 9.4.7 it is a presentation given with the approval of the Board of Trustees, which approval shall be determined without debate;
- 9.4.8 it is a communication for receipt, referral, or both receipt and referral, and a written copy thereof has been delivered to each Trustee not less than one- hundred-and-twenty (120) hours before the Meeting;
- 9.4.9 it is an Inquiry as prescribed in Article 9.9.21 or a Member Statement as prescribed in Article 9.9.11;
- 9.4.10 upon the affirmative vote of a majority of all Trustees eligible to vote on the matter; or
- 9.4.11 it is a matter that, in the opinion of the Director, requires action by the Board of Trustees as an Urgent Matter.

9.5 Placement Where Considered by Two or More Committees

Whenever the same matter has been considered by two or more Committees, or has been included in two or more categories, the motions relating thereto shall be placed on the Draft Agenda and Order Paper of a Meeting of the Board of Trustees

so that the disposition of all Committees on the matter may be considered at the same time.

9.6 Requirements for Placing Items on the Agenda or Order Paper of a Committee

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

- 9.6.1 it is consistent with the requirements of the *Education Act*, its regulations, and the Board's by-laws; and
- 9.6.2 it is contained in the approved or unapproved minutes of its Sub-Committee; or,
- 9.6.3 is a report of Board of Trustees officials, the Director, or Board of Trustees representatives; or
- 9.6.4 it is a Trustee Matter (submitted by a Trustee)/Notice of Matter (submitted by a member of a Committee other than a Trustee) as prescribed in Article 9.8, and either:
 - the person giving the notice, if not a Trustee, is a member of the Committee, or
 - the person giving the notice, being a Trustee, has the right to vote at a Meeting of the Board of Trustees with respect to such matter; or
- 9.6.5 it is a presentation or a delegation made in accordance with the Board's policy on delegations and public participation, for receipt, referral, or both receipt and referral, made with the approval of the Committee, which approval shall be determined without debate; or
- 9.6.6 it is a communication for receipt, referral, or both receipt and referral;
- 9.6.7 unless it is an Inquiry as prescribed in Article 9.9.21 or a Member Statement as prescribed in Article 9.10.11; or

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

9.7 Notice of Motion for a Board of Trustees Meeting - Requirements

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

- 9.7.1 shall be consistent with the requirements of the *Education Act*, its regulations, and the Board's by-laws;
- 9.7.2 shall be wholly in writing in the form of a motion to be presented and debated;
- 9.7.3 shall have a seconder;
- 9.7.4 may be accompanied by an explanatory notice;
- 9.7.5 shall be delivered to the Secretary of the Board of Trustees **seventy-two (72) hours before the** Board of Trustees Meeting;
- 9.7.6 shall, if it does not appear in writing on the Order Paper, be read in full;
- 9.7.7 may be referred by resolution of the Board of Trustees to the appropriate Committee; and
- 9.7.8 shall not be the subject of any debate or comment at the Meeting at which it is introduced **or at any other meeting that occurs within seven (7) days thereafter.**

9.8 Placing Matter/Notice of Motion on Agenda of Committee Meeting

9.8.1 Requirements for Placing Matter/Notice of Motion on Agenda

A Trustee, or member of a Committee who is not a Trustee, may place on the Draft Agenda of a Meeting of a Committee any matter within the terms of reference of such Committee, and with respect to which the Trustee, or member of a Committee who is not a Trustee, has a right to vote at a Meeting of the Committee; such

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Notice of Motion:

- 9.8.1.1 shall be consistent with the requirements of the *Education Act*, its regulations, and the Board's by-laws;
- 9.8.1.2 shall be wholly in writing, in the form of a motion to be presented and debated;
- 9.8.1.3 shall have a seconder;
- 9.8.1.4 may be accompanied by an explanatory notice;
- 9.8.1.5 in the case of Notices of Motion to be brought at either Corporate Services or Student Achievement Committee Meetings, shall be delivered to the Secretary of the Board of Trustees seventy-two (72) hours before the Committee Meeting.
- 9.8.1.6 shall, if it does not appear in writing on the Order Paper, be read in full; and
- 9.8.1.7 in the case of Notices of Motion to be brought at either Corporate Services or Student Achievement Committee Meetings, shall not be the subject of any debate or comment at the Meeting at which it is introduced or at any other meeting that occurs within seven (7) days thereafter.

If the matter or motion is adopted and relates to recommended changes to policies, programs, or services, the requirements of Article 9.8.2 shall apply.

9.8.2 Recommended Changes to Policies, Programs, or Services

If a Committee adopts a motion relating to recommended changes to policies, program, or services, it shall

- 9.8.2.1 stand referred to the Special Education Advisory Committee (SEAC) if it relates to special education services or delivery. SEAC shall provide its response to staff for incorporation into the staff report required

under Article 9.8.2.2;

9.8.2.2 stand referred to staff for a report, regardless of whether the matter relates to special education services or delivery or not. If Article 9.8.2.1 applies, staff shall consider SEAC’s response and comment on that response in the staff report; and

9.8.2.3 The staff report (and the SEAC response if Article 9.8.2.1 applies) shall together be submitted to the Board of Trustees for consideration.

9.9 Order Paper for Regular Meetings of the Board of Trustees

Subject to the provisions of Article 9.4, the order of business for regular Meetings of the Board of Trustees that are open to the public shall be as follows:

- 9.9.1 Call to Order;
- 9.9.2 Memorials and Prayer;
- 9.9.3 Land Acknowledgement;
- 9.9.4 Singing of O Canada;
- 9.9.5 Roll Call and Apologies;
- 9.9.6 Approval of the Agenda;
- 9.9.7 Reports from Private Session;
- 9.9.8 Notices of Motions;
- 9.9.9 Declarations of Interest;
- 9.9.10 Approval and signing of the Minutes of the Previous Meetings;
- 9.9.11 Member Statements, with each Trustee entitled to make one (1) Member Statement not to exceed one (1) minute in length, and which may not be subject to any comment, motion or debate;
- 9.9.12 Presentations, not to exceed 15 minutes, given with the approval of the Chair of the Board of Trustees and the Director, which may be

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the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;

- 9.9.13 Delegations made in accordance with the Board’s policy on delegations and public participation, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;

9.9.13.1 A report may be requested following a delegation only in special circumstances, on a majority vote, when: (i) an item is deemed urgent; (ii) the Director of Education recommends it; or (iii) the topic is time-sensitive.

- 9.9.14 Consideration of Motions for which previous notice has been given;

- 9.9.15 Unfinished Business from Previous Meetings;

- 9.9.16 Matters referred/deferred from Committees /Board;

- 9.9.17 Reports of Officials for the information of the Board of Trustees;

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

- 9.9.19 A recommendation or report from a statutory committee established under the *Education Act* or the Ontario Catholic School Trustees’ Association (OCSTA);

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

- 9.9.21 Inquiries that are Urgent Matters, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff.

9.9.21.1 Any Inquiry that is not dealt with at the Meeting shall

automatically fall off the Order Paper and must be re-introduced to the Order Paper if the Trustee wishes to raise it at a future meeting;

- 9.9.22 Updating of Pending Items List;
- 9.9.23 Closing Prayer; and
- 9.9.24 Adjournment.

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

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

- 9.10.1 Call to Order;
- 9.10.2 Opening Prayer (Chair or designate);
- 9.10.3 Land Acknowledgement;
- 9.10.4 Singing of O Canada;
- 9.10.5 Roll Call and Apologies;
- 9.10.6 Approval of the Agenda;
- 9.10.7 Report from Private Session;
- 9.10.8 Declarations of Interest;
- 9.10.9 Approval and Signing of Minutes;
- 9.10.10 Delegations;
- 9.10.11 Member Statements, with each Trustee entitled to make one (1) Member Statement not to exceed one (1) minute in length, and which may not be subject to any comment, motion or debate;
- 9.10.12 Presentations, not to exceed 15 minutes, given with the approval of the Chair of the Committee of Trustees and the Director. Presentations may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a

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

- 9.10.13 Notices of Motion;
- 9.10.14 Consent and Review;
- 9.10.15 Unfinished Business;
- 9.10.16 Matters referred or deferred;
- 9.10.17 Staff reports;
- 9.10.18 Listing of communications, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff:
 - 9.10.18.1 A communication shall be delivered to each Trustee electronically at least 24 hours prior to the meeting and included on the addendum prior to the meeting;
- 9.10.19 **Inquiries (which must be Urgent Matters if they are raised at Corporate Services or Student Achievement Committee meetings),** which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff.
 - 9.10.19.1 **Any Inquiry that is not dealt with at the Meeting shall automatically fall off the Order Paper and must be re-introduced to the Order Paper if the Trustee wishes to raise it at a future meeting;**
- 9.10.20 Updating of the Pending List;
- 9.10.21 Closing Prayer; and
- 9.10.22 Adjournment.

9.11 Reconsideration by the Board of Trustees

Any matter which has been decided upon by the Board of Trustees may be reconsidered by the Board of Trustees only on an affirmative vote of two-thirds of

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all Trustees of the Board of Trustees entitled to vote, thereafter only on an affirmative vote of a majority of all Trustees of the Board of Trustees entitled to vote thereon. Thereafter a matter may be reconsidered only on a vote of a majority of all Trustees of the Board of Trustees entitled to vote thereon.

ARTICLE 10 - MOTIONS

10.1 Motions to be Seconded & Stated by Chair Prior to Debate

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

10.2 Debatable Motions to be in Writing

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

- 10.2.1 where a date, time, single figure or single word is to be added;
- 10.2.2 where one or more words are to be deleted without substitution;
- 10.2.3 motions to:
 - 10.2.3.1 adjourn;
 - 10.2.3.2 fix the time of adjournment;
 - 10.2.3.3 take a recess;
 - 10.2.3.4 limit or extend limits of debate;
 - 10.2.3.5 call the question;
 - 10.2.3.6 receipt and/or referral;
 - 10.2.3.7 hear delegations;
 - 10.2.3.8 adoption of the minutes of previous meeting; and
 - 10.2.3.9 hear inquiries **or Member Statements**.

10.3 Consent of Trustee who Delivered Original Notice of Motion Not Required for Subsidiary Notices of Motion

When a motion that was the subject of a Notice of Motion is on the floor for debate, a subsidiary motion (including but not limited to an amending motion, a motion to defer consideration to a subsequent Meeting, or a motion to lay on the

table) may be brought by any Trustee, and the consent of the Trustee who delivered the original Notice of Motion is not required.

10.4 Motion of Receipt Not Approval

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

10.5 Motions to Refer

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

ARTICLE 11 - PROTOCOL FOR DEBATE

11.1 Address of the Chair

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

11.2 Member to Await Recognition

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

11.3 Conduct of Member in Debate

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

- 11.3.1 maintain a courteous tone;
- 11.3.2 avoid personalities;
- 11.3.3 act in respectful manner to other members, staff, and the public;
- 11.3.4 avoid allusions to the motives of other members, staff, and the public;
- 11.3.5 refer to other Members by their last name or their ward;
- 11.3.6 address all debate, remarks, questions, and the like to the Chair;
and
- 11.3.7 confine all remarks, questions, and the like to the motion which is the subject of debate.

11.4 Staff Reports – Introduction, Questions & Debate

When a staff report is put before the Board or a Committee, the following procedure shall be followed:

- 11.4.1 A motion to receive the report shall be moved and seconded;
- 11.4.2 The staff member shall speak to the report only if asked to do so by the Chair. Where such introduction is requested, the staff member

ARTICLE 11 – PROTOCOL FOR DEBATE

shall speak for no more than five (5) minutes;

11.4.3 Immediately following the staff introduction (if one has been requested), Trustees may ask staff questions. This question and answer period shall not exceed ten (10) minutes;

11.4.4 After the question and answer period, a motion shall be moved regarding the Board or Committee's decision on the staff report and recommendations, if any; and then

11.4.5 Debate shall begin in accordance with Article 11.6.

11.5 Notice of Motion

11.5.1 A Member who wishes to introduce a motion must provide a written Notice of Motion.

11.5.2 When providing the Notice of Motion, the Member may read the Notice of Motion in whole or in part, but in any case, the Member shall have no more than three (3) minutes to do so.

11.5.3 There shall be no comment or debate on a Notice of Motion until the applicable seven-day notice period found in Article 9.7.8 or 9.8.1.7 has expired.

11.5.4 A Notice of Motion may not be amended until the motion is being debated.

11.6 Debating a Motion

A motion that originates by Notice of Motion shall not be debated until at least seven (7) days have passed since the date on which the Notice of Motion is given, in accordance with Article 9.7.8 or 9.8.1.7 (whichever applies).

11.6.1 Order of Discussion

11.6.1.1 The mover of the motion shall speak first.

11.6.1.2 The seconder may speak second.

11.6.1.3 Each person wishing to speak, will have the opportunity to speak once before any member shall

ARTICLE 11 – PROTOCOL FOR DEBATE

speak for the **second** time.

11.6.1.4 The mover of the motion may deliver reply comments as the last speaker during the debate.

11.6.2 Time Limit on Each Speaker

Debate shall adhere to the order and time limits set out below. Time expended in staff responses and/or procedural discussions shall not count towards a member's time limit.

11.6.2.1 At the outset of debate, the mover of the motion shall introduce the motion, after which the mover shall have no more than three (3) minutes to speak to the motion.

11.6.2.2 Each subsequent speaker may speak for a maximum of three (3) minutes, except for any reply by the mover of the motion, which is subject to the time limit in **Article 11.6.2.4**.

11.6.2.3 No speaker may speak more than once or for longer than the applicable time limit on the same motion without leave of the Meeting, except as provided in **Article 11.6.2.4**.

11.6.2.4 If the mover of the motion chooses to deliver a reply, such reply shall have a maximum of two (2) minutes and shall be delivered at the end of debate.

11.6.3 Time Limit for Debate & Extension of Debate on a Matter

No matter, including any subsidiary motions, **points** of information, and answers related to it shall be debated longer than 30 minutes after **the matter** has been stated by the Chair.

11.6.3.1 At the expiration of time for debate, and notwithstanding **Article 11.8**, the Chair shall put the question, "Is it the will of the meeting to extend debate for 15 minutes?" The vote shall be taken immediately without debate.

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11.6.3.2 No more than two 15-minute extensions of debate shall be permitted.

11.6.4 Procedure When Time Limit Expires or is Not Extended

If a vote to extend debate under Article 11.6.3.1 does not pass or a matter has not been disposed of at a meeting after the two extensions of time permitted by Article 11.6.3.2, then, notwithstanding anything in the by-laws, the Chair shall call for a motion to call the question, and if such a motion:

11.6.4.1 is not moved; or

11.6.4.2 if moved, is not seconded; or

11.6.4.3 if moved and seconded, is not passed;

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

11.7 Calling the Question

A motion to call the question shall not be in order on a main motion until all members wishing to speak have spoken once.

11.8 Interruption of Speaker by Another Member

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

11.8.1 on a point of order;

11.8.2 on a question of privilege;

11.8.3 to request permission to withdraw a motion; or

11.8.4 to appeal a ruling of the chair;

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

11.9 Point of Information

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

11.10 Motion May Be Read

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

11.11 Rulings of the Chair

Whenever the Chair is called upon to decide a point of order or procedure, the Chair shall, before deciding, state the rule applicable to the case, without comment, and the ruling of the Chair shall, subject to the right of appeal provided in **Article 11.12**, be final and binding.

11.12 Challenges to Rulings of the Chair

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

ARTICLE 12 - VOTING

12.1 Voting – Which Votes to be Recorded

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

12.2 Voting

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

12.3 Member Must be Present

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

12.4 Majority Vote Required

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

12.5 Minimum Number

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

12.6 Methods of Voting

Every matter considered by the Board of Trustees or a Committee shall be disposed

ARTICLE 12 – VOTING

of by a recorded vote of all Members in one of the following ways (preference being given in the following sequence):

- 12.6.1 by general (or unanimous) consent, in which the Chair, exercising discretion, states that the motion will be adopted in the absence of objection;
- 12.6.2 by show of hands, in which each Member raises the Member's own hand in response to the request of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted;
- 12.6.3 by rising, in which each Member, as able, stands in response to the requests of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted and reported;
- 12.6.4 by recorded vote, in which each Member stands (as able) in place in response to the requests of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the Chair has called the name of each Member as voting, respectively, in the affirmative, or in the negative, or in the case of selection from three or more alternatives, as voting in succession for one of the alternatives;
- 12.6.5 by ballot, in which each Member shall mark on a paper provided by the Secretary, the Member's choice from among the available alternatives, the papers being collected and counted immediately thereafter; and
- 12.6.6 by electronic voting machine, in which each Member shall indicate the Member's choice from among the available alternatives.

12.7 Declaration of Result

The Chair shall declare the result of all votes.

12.8 Division of the Question

At the request of any Trustee made before a vote is called by the Chair, any multiple-part question, each individual part of which is capable of independent

ARTICLE 12 – VOTING

implementation, shall be divided and voted upon as if each part were a separate motion. Such division shall not be permitted if doing so will alter the original intent of the motion.

ARTICLE 13 - EXECUTION OF DOCUMENTS

13.1 Corporate Seal

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

13.2 Affixing the Corporate Seal

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

13.3 Corporate Seal Register

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

13.4 Signing Authorities

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

13.5 Minutes

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

13.6 By-laws

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

13.7 Certification of Documents

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

ARTICLE 14 - FINANCE

14.1 Expenditures Limited to Approved Budget

Subject to the provisions of **Article 14.5**, all expenditures and orders issued committing expenditures shall be made within current budget estimates in accordance with: current purchasing policies, prevailing contracts, agreements, schedules, and employment policies with teaching and non-teaching staff.

14.2 Source of Funding to be Specified

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

- 14.2.1 Provincial grants;
- 14.2.2 Other grants and revenue sources;
- 14.2.3 TCDSB reserves; or
- 14.2.4 borrowed funds

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

14.3 When Debt Incurred

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

- 14.3.1 the Board of Trustees shall have previously considered a report from the Treasurer as to the then total annual debt charges for principal and interest and sinking fund charges in respect of all outstanding borrowings of the TCDSB, set out for each **fiscal** year, including the last **fiscal** year in which debt is projected to be outstanding;
- 14.3.2 the affirmative vote of a majority of all Trustees entitled to vote shall be required; and

- 14.3.3 the vote on the By-law or resolution shall be conducted by means of a Recorded Vote as described in Article 12.6.4.

14.4 Maximum Debt Charges

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

- 14.4.1 The Board may borrow the sums that the Board considers necessary to meet the debt charges payable in any fiscal year until the cash has been received; and
- 14.4.2 The amounts that the Board may borrow at any one time for the purposes referred to in Articles 14.4 and 14.4.1, together with the total of any similar borrowings that have not been repaid and any accrued interest on those borrowings, shall not exceed the un-received balance of the estimated current revenues of the Board.

14.5 Emergency Expenditures

Notwithstanding Article 14.1, in the event of emergencies which require the immediate expenditure of funds for the continued operation of any part of the school system, the Director of Education may authorize the expenditure in accordance with the policy of the TCDSB current at the time.

- 14.5.1 Such expenditure shall be reported at the next regular Meeting of the Board of Trustees.

14.6 Bonding

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

ARTICLE 15 - BANKING

15.1 Bank Signing Officers

The signatures of two of:

- 15.1.1 the Chair of the Board of Trustees;
- 15.1.2 the Vice-Chair of the Board of Trustees;
- 15.1.3 the Secretary; and
- 15.1.4 the Treasurer;

(provided that one of the signatures must be that of the Secretary or Treasurer)

are required when:

- 15.1.5 making, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring all or any cheques, promissory notes, drafts, acceptances, bills of exchange, order for payment of money, contracts for letters of credit and forward exchange; and
- 15.1.6 issuing cheques, drafts or orders for payment drawn on the bank accounts of the TCDSB.

15.2 Endorsement for Deposit

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

15.3 Signatures by Reproduction

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

ARTICLE 16 - INDEMNIFICATION

16.1 Reimbursement for Costs and Expenses Relating to Municipal Conflict of Interest Proceedings

On the advice of the Director as Chief Executive Officer and Secretary of the Board, and upon receipt of a formal documented request, in consultation with the Board of Trustees, the TCDSB shall pay on behalf of or reimburse, irrespective of any awarded costs, all reasonable costs and expenses, as agreed or taxed, based on the individual merits of each case, and not to be arbitrarily withheld, incurred by a Trustee who has been found not to have contravened Article 5 of the *Municipal Conflict of Interest Act*.

ARTICLE 17 - AMENDMENTS TO BY-LAWS

17.1 Amendment after Notice

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

- 17.1.1 written notice of motion proposing the amendment shall have been given at a regular meeting held prior to the later meeting;
- 17.1.2 the text and a brief statement of intended purpose of the amendment shall have been included in the notice of motion; and
- 17.1.3 the text of the amendment as so enacted is substantially the same as either the text set out in the notice of motion or the text as recommended by the appropriate Committee.

17.2 No Waiver of Notice for Motion to Amend By-laws

The required notice period in Article 17.1 for a notice of motion proposing to amend the By-laws of the Board may not be waived or shortened.

17.3 When By-law Provisions May be Waived

The Board may waive any rule of procedure established by this By-law, on a one-time basis and, to do so, a two-thirds majority vote of the Trustees who are present and eligible to vote on the matter is required.

Requirements imposed by legislation or regulation cannot be waived.

17.3.1 By-law Provisions that Cannot be Waived

Notwithstanding Article 17.3, the Board cannot waive the following rules:

- 17.3.1.1 Meetings open to the public (Article 6.16)
- 17.3.1.2 Closed meetings (Article 6.18)

ARTICLE 17 – AMENDMENTS TO BY-LAWS

- 17.3.1.3 Quorum necessary for Board and Committee meetings (Articles 6.10, 6.11, 6.12, 6.14)
- 17.3.1.4 Reconsidering decisions (Article 9.11)
- 17.3.1.5 Amending the by-law and related notice period (Article 17.1 – 17.2)
- 17.3.1.6 Waiver of by-law provisions, two-thirds vote required (Article 17.3)
- 17.3.1.7 No non-urgent business in Special Meetings (Articles 6.3, 6.5.3)

ARTICLE 18 - REPEAL OF PRIOR BY-LAWS

18.1 Repeal of Prior By-laws

Subject to the provisions of **Article 18.2**, all prior By-laws, resolutions, and other enactments of the Board of Trustees heretofore enacted or made are repealed.

18.2 Exception

Article 18.1 shall not extend to any By-law or resolution heretofore enacted for the purpose of providing to the Board of Trustees the power or authority to borrow.

18.3 Proviso

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

APPENDIX A – MOTIONS PROCEDURE CHART

APPENDIX A – MOTIONS PROCEDURE CHART

Purpose	Language	Seconded	Debate	Amend	Vote
Adjourn a Meeting	“I move that the meeting be adjourned.”	Yes	No	No	Majority
Amend a Motion	“I move that the motion be amended by...”	Yes	Yes	Yes	Majority <i>(Note: Amendments are voted on in the reverse order of which they were introduced.)</i>
Declare a Conflict of Interest	“I rise to declare a possible conflict of interest on the following item as [insert reason].”	No	No	No	N/A
Defer	“I move that consideration of the matter be deferred.”	Yes	Yes	Yes <i>(re: specific time)</i>	Majority

APPENDIX A – MOTIONS PROCEDURE CHART

Purpose	Language	Secunder	Debate	Amend	Vote
Divide a Motion into Separate Parts	“I move that the matter be voted on as separate parts, as follows...”	Yes	Yes	Yes	Majority
End Debate and Move Directly to the Vote	“I move to call the question”	Yes	No	No	2/3 majority
Enforcing a Meeting Rule or Raising a Point of Order	“I would like to raise a point of order, regarding section ____ of the Bylaws.”	No	No	No	Majority
Extend the Meeting Time	“I move to extend the meeting time.”	Yes	Yes	Yes	Majority (<i>to complete item on floor/deal with Urgent Matter</i>) Unanimous (<i>to deal with remaining item(s) on agenda</i>)

APPENDIX A – MOTIONS PROCEDURE CHART

Purpose	Language	Secunder	Debate	Amend	Vote
Member’s Rights or Privileges have been Disrespected	<p>“I would like to raise a question of personal privilege as follows.”</p> <p><i>(Note: May interrupt speaker)</i></p>	No	No	No	N/A
Motion to Receive	<p>“I move that item _____ regarding _____ be received.”</p>	Yes	Yes	No	Majority
<p>Private Information <i>(If in public, must move into closed session. The matter must fall within sections 207(2) and 207(2.1) of Education Act).</i></p>	<p>“I move that the Board resolve into Committee of the Whole private to consider _____.”</p>	Yes	Yes	Yes	Majority

APPENDIX A – MOTIONS PROCEDURE CHART

Purpose	Language	Second	Debate	Amend	Vote
Recess	“I move that a recess be called for _____ minutes.”	Yes <i>(Note: not required if called by the Chair)</i>	No	Yes <i>(re length of recess only)</i>	Majority
Recorded Vote <i>(Note: Board is not always required to hold a recorded vote under Article 12.6.4 – see permissible methods of voting in Article 12.6; recorded vote only required for borrowing funds under Article 14.3)</i>	“I request a recorded vote on Item _____.”	No	No	No	N/A
Relinquish the Role of Chair (as presiding officer) to Engage in Discussion/Debate or Move a Motion	“I wish to pass the Chair to Vice-Chair _____ or to Trustee _____.”	No	No	No	N/A

APPENDIX A – MOTIONS PROCEDURE CHART

Purpose	Language	Secunder	Debate	Amend	Vote
Refer <i>(i.e. Have a matter studied further)</i>	“I move that we refer this matter to staff for _____ or to _____ Committee.”	Yes	Yes	Yes	Majority
Reorder the Agenda	“I move that the agenda be reordered, as follows...”	Yes	Yes	Yes	Majority
Request Information	“I rise on a point of information” <i>(Note: May interrupt speaker)</i>	No	No	No	N/A