



REPORT TO

REGULAR BOARD

RECOMMENDED CHANGES TO STANDING COMMITTEE MEETINGS RESULTING FROM REGULATION 463/97

When you come together, each one has a hymn, a lesson, a revelation, a tongue, or an interpretation. Let all things be done for building up. Corinthians 14:26

Drafted

May 13, 2025

Meeting Date

May 22, 2025

Brendan Browne, Director of Education

RECOMMENDATION REPORT

Vision: *IN GOD'S IMAGE: Growing in Knowledge, with Justice and Hope.*

Mission: *Nurturing the faith development and academic excellence of our Catholic learning community through the love of God, neighbour, and self.*



MULTI-YEAR STRATEGIC PLAN
2022 - 2025

IN GOD'S IMAGE: Growing in Knowledge, with Justice and Hope



Brendan Browne
Director of Education

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

Derek Boyce
Associate Director of Corporate
Services and Chief Commercial Officer

Ryan Putnam
Chief Financial Officer and Treasurer

A. EXECUTIVE SUMMARY

In July 2024, the Ontario Government amended Ontario Regulation 463/97 – Electronic Meetings and Meeting Attendance, with some changes taking effect on July 29, 2024 and further changes taking effect on September 1, 2025.

Effective September 1, 2025, a Trustee will be deemed to have vacated their seat if they:

- a) absent themselves without being authorized by resolution entered in the minutes, from three consecutive regular meeting of the Board; or
- b) fail to be physically present at a regular meeting of the Board or Committee of the Whole Board without approval of an exemption allowing attendance by electronic means, in accordance with the Board's Electronic Meetings and Meeting Attendance Policy

The current practice of the Board is to “rise and report” by resolving into Board at the end of the Student Achievement and Corporate Services Committee meetings in order to approve all decisions made in committee. Since the By-Laws require that both committees are comprised of all members of the Board, all Trustees are part of decision making at these two committee meetings. This process has worked well for the Board and is only being reconsidered in light of the changes to Regulation 463/97.

As Secretary to the Board of Trustees, the Director of Education is obligated to consider potential risk to Trustees as a result of this amendment to Regulation 463/97. In light of the changes that will take effect on September 1, 2025 – particularly b) above – continuing the practice of “rise and report” at the end of committee meetings presents a risk to Trustees when resolving into full Board if they are not in attendance at a committee meeting.

The Director of Education recommends that the Board discontinue its practice of rising and reporting to the Board after meetings of its Student Achievement and Well-Being and Corporate Services Committee meetings, whose membership includes all members of the Board.

Discontinuing the “rise and report” into Board will require an amendment to the Board's Operating Bylaw 175 (“Board Bylaw 175”), specifically article 6.2 “Monthly Special Meetings of the Board.” The suggested changes to Article 6.2 in the By-Laws can be found in Appendix A. A report for Trustee approval will be brought to the next Board meeting as per Article 17 of the By-Laws requiring

written notice and rationale for amendments be provided in advance of the meeting at which any amendment vote is taken.

The cumulative staff time required to prepare this report was 8 hours

B. PURPOSE

1. This Report is on the Order Paper of the Regular Board because it recommends revision to Board Bylaw 175.
2. The recommended revision to the Board Bylaw is to delete Article 6.2 of Bylaw 175 and replace it with the language found in Appendix A.
3. The changes to Ontario Regulation 463/97 that take effect September 1, 2025 mean that a Trustee may be deemed to have vacated their seat, if they fail to be physically present at a regular meeting of the Board or Committee of the Whole Board without approval of an exemption allowing attendance by electronic means, in accordance with the Regulation.
4. As Secretary of the Board, the Director of Education reviewed the impact of the Government's changes to electronic participation of the Board of Trustees at Board and Committee of the Whole Board, that take effect in September 2025.
5. Student Achievement and Corporate Services "rise and report" meetings have always been recorded as "Special Board Meetings" – consistent with the Board Bylaw Article 6.2. We have relied on this distinction between the language in Regulation 463/97 and the Board's treatment of "rise and report" meetings as "Special Board Meetings, over the last ten months.
6. Upon thorough consideration, these "Special Board Meetings" could reasonably be interpreted as meetings which would require attendance of all Trustees under Regulation 436/97, despite our internal interpretation. This represents a risk to Trustees under the attendance requirement of Regulation 436/97 that will come into force on September 1, 2025.
7. The Director's review leads him to recommend that the Board amend Bylaw 175. The Director's recommendation is made in the interest of eliminating any potential risk that the "rise and report" to Board after the Corporate Services and Students Achievement standing committee meetings (whose membership is all Board members), is considered a regular board meeting

which would require in person attendance or electronic attendance only with approval as per Regulation 463/97.

C. BACKGROUND

1. In July 2024, *Ontario Regulation 463/97- Electronic Meetings and Meeting Attendance (O. Reg 463/97)* was amended by *Ontario Regulation 313/24* with some changes taking effect on July 29, 2024, and further changes taking effect on September 1, 2025.
2. The requirements for a trustee to physically attend at least three regular board meetings during each 12-month period beginning November 15, 2022, and to physically attend at least one meeting in each four-month period starting November 15 of each year, both currently in effect, is revoked effective September 1, 2025.
3. The current requirement for the Chair or their designate to be physically present in the meeting room of the board for at least half of the meetings of the Board during each 12-month period beginning November 15, 2022, is revoked effective September 1, 2025.
4. Effective September 1, 2025, a Trustee will be deemed to have vacated their seat if they:
 - a. absent themselves without being authorized by resolution entered in the minutes, from three consecutive regular meetings of the Board; or
 - b. fail to be physically present at a regular meeting of the Board or Committee of the Whole Board without approval of an exemption allowing attendance by electronic means, in accordance with the Board's Electronic Meetings and Meeting Attendance Policy

D. EVIDENCE/RESEARCH/ANALYSIS

1. Article 6.2 of the Board By-law provides that a Special Meeting of the Board shall be held immediately following the conclusion of the regular meetings of all standing committees of the Board solely to permit the standing committee to rise and report to the Board on matters considered at such meetings.

2. All Board members are members of the Corporate Services Committee and the Student Achievement and Well-Being Committee, as provided in Bylaw Article 7.3.2.1.
3. Regulation 463/97 does not mandate in person attendance or electronic attendance with approval, for standing committee meetings.
4. Though the “rise and report” into Board provided in article 6.2 is referenced as a “Special monthly meeting of the Board.” it has potential to be considered a regular meeting of the Board, and therefore captured by Ontario Regulation 463/97.
5. The recommended amendment to Article 6.2 will require minor amendments to Articles 6.3, 8.1, 9.4, and 9.9 so that these provisions are consistent with the revisions to Article 6.2.
6. This report is tabled for Trustees’ as per Article 17 of the By-Laws requiring written notice and rationale for amendments be provided in advance of the meeting at which any amendment vote is taken.

E. RECOMMENDATION

That a report to amend the By-Laws as per the recommendation in quotes below be brought to the June 2025 Board Meeting:

“That the Board amend By-Law 175 by:

1) Deleting Article 6.2 “Monthly Special Meetings of the Board” and replacing it with Article 6.2 “Reports from Standing Committees to the Board – Governance and Policy, Corporate Services, and Student Achievement” found in Appendix A; and

2) Making minor amendments to Articles 6.3, 8.1, 9.4, and 9.9 (as shown in Appendix A) dealing with how committee reports move to the Board agenda so that these provisions are consistent with the revised Article 6.2. The highlights in Appendix A show additions and the strikethrough shows deletions.”