



REPORT TO

GOVERNANCE AND POLICY COMMITTEE

APPENDIX B; LEGAL COUNSEL POLICY A. 12 REPORT FEB 2015.DOCX

O Lord, You have pleaded my soul's cause; You have redeemed my Life. Lamentations 3:58

Created, Draft	First Tabling	Review
January 12, 2015	January 20, 2015	February 17, 2015

Loretta Notten, Superintendent of Governance, Policy and Strategic Planning
Paul Matthews, Corporate Legal Counsel

RECOMMENDATION REPORT

Vision:

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

Mission:

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



G. Poole
Associate Director of Academic Affairs

A. Sangiorgio
Associate Director of Planning and
Facilities

Angela Gauthier
Director of Education

A. EXECUTIVE SUMMARY

On September 15th, 2014, arising from a trustee motion, there was a request to revise Policy A. 12 Legal Counsel. In particular, there was interest in revising the policy to consider the use of external legal counsel where appropriate. The Governance Committee in its January 20th, 2015 meeting recommended further detail regarding the criteria for use of external counsel. This report recommends the approval of the revised policy.

B. PURPOSE

At its Corporate Affairs Committee meeting of September 15th, 2014, trustees approved a motion to revise TCDSB Policy A. 12 (Legal Counsel). External legal counsel may, on occasion, have a more specialized level of expertise to offer in terms of the risks and or opportunities pertinent to the particular deliberation or proposed actions under consideration in a given Board or Committee meeting. Thus, the policy is intended to allow for the retention of outside counsel while providing some guidance as to when that would be necessary.

At the meeting of the Governance Committee on January 20th, 2015 the following direction was given:

1. *Referred back to staff for a revised policy to be incorporated into a comprehensive policy including regulations to reflect the process for retaining legal counsels in the areas of external, general, Real Estate and Planning, Human Resources and Labour Relations.*
2. *Staff to also come back with the criteria by which the Director uses in-house and external counsel.*

C. BACKGROUND

1. TCDSB Policy A. 12 was originally created in 1967 and last amended by the Board of Trustees in 1992.
2. There are occasions when the Board has relied on the expertise of external legal counsel to assist in its deliberations.
3. The TCDSB does retain the services of an in-house corporate legal counsel, as well as in house legal counsel in the areas of employee relations and

facilities and planning, as well as a senior manager for freedom of information.

D. ACTION PLAN

1. Legal Counsel provides prudent advice in terms of risks, opportunities and provides a means to conduct informed deliberations and arrive at decisions which are legally sound.
2. Legal Counsel should be present at all Board and Committee meetings.
3. The decision as to whether external legal counsel should be retained should be made cognizant of the desire to minimize the financial impact of retaining the services of external counsel, particularly given that TCDSB has strong in-house legal representation and fiscal responsibility remains a key priority within the context of our Multi-Year Strategic Plan.
4. An RFP, advising the Board of Trustees about the legal services procurement process, shall be presented to the Board prior to issuing the request, keeping in mind that only the Director of Education (or her delegate) or the Chair of the Board, may authorize the direction to retain the services of external legal counsel.
5. The RFP for external legal counsel shall occur at least every 5 years, and shall have expertise collectively in the areas of labour and employment law, education and administrative law, civil litigation and business law.

E. METRICS AND ACCOUNTABILITY

1. A report on the use of external legal services and fees incurred will be created based on records and accounts kept of the number of times external legal counsel is consulted and the cost of retaining these services. Scrutiny should be utilized to determine if, in any of the cases where external counsel was used, internal counsel might have reasonably fulfilled the work completed.

F. STAFF RECOMMENDATION

That the Board of Trustees approve the revised policy A.12 Legal Counsel, as found in Appendix A.