



REPORT TO

REGULAR BOARD

PROPOSED AMENDMENT TO THE BOARD'S OPERATING BY-LAW NO. 175 REGARDING SIGNING AUTHORITIES

"That your faith should not stand in the wisdom of men, but in the power of God." 1 Corinthians 2:5

Created, Draft	First Tabling	Review
	June 15, 2017	Click here to enter a date.
Paul Matthews, General Legal Counsel		

INFORMATION 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 uniting home, parish and school and rooted in the love of Christ.

We educate students to grow in grace and knowledge to lead lives of faith, hope and charity.



Angela Gauthier
Director of Education

R. McGuckin
Associate Director
of Academic Affairs

A. Sangiorgio
Associate Director
of Planning and Facilities

C. Jackson
Executive Superintendent
of Business Services and
Chief Financial Officer

A. EXECUTIVE SUMMARY

Article 14.4 of the Board's operating By-Law Number 175 regarding Signing Authorities is problematic in that it a) contains outdated legal descriptions of instruments and b) requires that one of the signatories be either the Chair or Vice-Chair of the Board of Trustees, which could present personal legal risk to them and presents an issue of timeliness for signatures. As such, it is proposed that Article 14.4 be amended. A by-law amendment may not be dealt with at the meeting at which it is first introduced and therefore will not be dealt with at the Board of Trustees meeting of June 15, 2017. The matter will instead be on the Agenda and may be dealt with at the regular Board of Trustees meeting on August 24, 2017.

B. PURPOSE

1. Article 14.4 of the Board's operating By-Law Number 175 regarding Signing Authorities needs to be amended to address the concerns further described below. According to Article 16 of the Toronto Catholic District School Board's existing operating By-Laws (By-law Number 175), the Board of Trustees may amend the By-Laws of the Board on a two-thirds (8 Trustees) affirmative vote of all Trustees.

C. BACKGROUND

1. Article 14.4 of the Board's operating By-Law Number 175 provides as follows:

14.4 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.

2. This report proposes amending Article 14.4 for two reasons:
 - I. The Article refers to "deeds, conveyances, mortgages, bonds and debentures". The legal description of some of the instruments listed above has changed and others are now inapplicable to TCDSB.

- II. The Article requires that one of the signatories be either the Chair or Vice-Chair of the Board of Trustees. Requiring the Chair or Vice-Chair of the Board of Trustees to be a signatory is concerning for two reasons:
- a) Legal liability may arise personally for the Chair or Vice-Chair by signing a legal document on behalf of the Board of Trustees; and
 - b) It is a common occurrence that neither the Chair nor the Vice-Chair of the Board is available to immediately sign a document.
3. For the above reasons, it is proposed that Article 14.4 be amended to provide as follows:

“All documents, other than banking-related documents, shall, if signing officers are required to bind the Board as a Corporation, be signed by any two (2) of the Director, the Associate Directors, and the Executive Superintendent of Business Services/Chief Financial Officer.”

4. Article 16.1 describes the rule with respect to amending the by-laws. Article 16.1 provides as follows:

16.1 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:

16.1.1 written notice of motion proposing the amendment shall have been given at a regular meeting held prior to the later meeting;

16.1.2 the text and a brief statement of intended purpose of the amendment shall have been included in the notice of motion; and

16.1.3 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.

5. Pursuant to Article 16.1, a by-law amendment may not be dealt with at the meeting at which it is first introduced. Therefore, this proposed amendment

to the By-Law may not be dealt with at the Board of Trustees meeting of June 15, 2017. The matter will instead be on the Agenda and may be dealt with at the regular Board of Trustees meeting on August 24, 2017.

D. STAFF RECOMMENDATION

This report is for the consideration of the Board.