

BYLAWS



December 1, 2016
Toronto District School Board
Board Services



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ARTICLE I: INTERPRETATION

1.0 Definitions

1.1 For these Bylaws of the Board unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) words importing gender include all genders;
- (c) any reference to a statute includes all regulations, rules and administrative procedures issued thereunder, as amended, supplemented or replaced from time to time;
- (d) “Agenda” means those items that are to be discussed at the Board or Committee meeting;
- (e) “Board” means the Board of Trustees of the Toronto District School Board;
- (f) “Board Member Code of Conduct” means the Board Member Code of Conduct for the Toronto District School Board;
- (g) “Commissioner” means the Integrity Commissioner for the Toronto District School Board;
- (h) “Chair” means the Chairperson of the Board or of any Committee;
- (i) “Complaint Protocol” means the Complaint Protocol for the Board Member Code of Conduct;
- (j) “Committee” includes any Committee of the Board of Trustees established pursuant to this Bylaw and includes any statutory, standing, special or subcommittee;
- (k) “Committee of the Whole” means a meeting of the Board of Trustees held *in camera*;

- (l) “Director” means the Director of Education and Secretary-Treasurer of the Board or their designate;
- (m) “Immediate past Chair” means the individual who served as preceding Chair.
- (n) “*Education Act*” and “the *Act*” means the *Education Act R.S.O. 1990, c. E.2* and includes the Regulations enacted thereunder, as amended from time to time;
- (o) “Inaugural meeting” means the first meeting of the Board following the Organizational Meeting, and following a municipal election, the meeting at which newly elected trustees are introduced;
- (p) “Lay a motion on the table” means to temporarily set aside a motion and all pending amendments with the intention of bringing them back at a later time for action in the same meeting;
- (q) “Majority” means a majority of Board or Committee members present;
- (r) “Majority of the Board” means a majority of the members of the Board;
- (s) “Meeting” means a meeting of the Board of Trustees or a meeting of a Committee, which requires a report on the proceedings as the case may be;
- (t) “Member” means a person who is a member of the Board of Trustees and also referred to as “Trustee”;
- (u) “Non-elected Member” means a person who is not an elected member or Trustee appointed to a Committee.
- (v) “Organizational Meeting” means the regular meeting at which the Chair and Vice-Chair are elected and members of Committees are appointed each year;
- (w) “Presiding Officer” means the person determined to be the presiding officer in accordance with section 3 of this Bylaw;

- (x) “Private session” means a meeting of the Board or any Committee of the Board which may be closed to the public pursuant to section 207(2) of the *Education Act* and in accordance with section 30 of this Bylaw;
- (y) “Public session” means a meeting from which the public has not been excluded in accordance with section 29 of this Bylaw;
- (z) “Quorum” unless specified otherwise, means a simple majority of members present at a meeting, including by electronic means;
- (aa) “Recess” means the meeting will be continued at a future specified time on the same day;
- (bb) “Schedule of Meetings” means the Board and Committee meeting calendar approved at the Organizational Meeting, or as may be amended by the Board from time to time.
- (cc) “Standing Committee” is a committee established by the Board;
- (dd) “Statutory Committee” means any Committee that, by law, the Toronto District School Board is required to establish;
- (ee) “Take a motion from the table” means that a motion that has been temporarily set aside will be taken from the table for discussion at the same meeting;
- (ff) “TDSB” means Toronto District School Board;
- (gg) “Term” means the period of time between each Organizational Meeting;
- (hh) “Term of office” means the period during which Trustees have been elected pursuant to the *Municipal Elections Act*, or as otherwise defined in these Bylaws;

- (ii) “Trustee” means a person elected, acclaimed or appointed to the office of trustee or member of the Board pursuant to the provisions of the *Municipal Elections Act* and the *Education Act*;
- (jj) “Two-thirds majority vote of the Board” means a two-thirds majority of the members of the Board;
- (kk) “Vice-Chair” means the Vice-Chairperson of the Board or of a Committee, as the case may be;
- (ll) “Year” means calendar year, unless otherwise indicated;

1.2 The rules and privileges of the Board, including these Bylaws, notification and procedures adopted by the Board under these Bylaws, procedures and *Robert’s Rules of Order* shall apply equally to all Board and Committee meetings.

ARTICLE II: ORGANIZATIONAL MEETINGS AND DUTIES

2.0 Organizational Meeting

2.1 The Board shall hold an organizational meeting in each year no sooner than December 1 and no later than December 7.

2.2 The purpose of the organizational meeting shall be:

- (a) to elect the Chair of the Board;
- (b) to elect the Vice-Chair of the Board;
- (c) to review and renew the term of office of special Committees of the Board;
- (d) to appoint members to Committees of the Board;
- (e) to appoint members to represent the Board on external organizations; and,
- (f) to adopt a schedule of meeting dates and times for regular meetings of the Board and standing Committees for the following one year period from December 1.

2.3 The member's period of time for an office or other position to which that member has been elected shall expire

- (a) unless otherwise stated in the committee's mandate, immediately prior to the next Organizational Meeting, at which a successor is elected; or
 - (b) when the member ceases to be a member of the Board
- whichever occurs first.

3.0 Presiding Officer

3.1 The Director shall preside until the Chair of the Board is elected.

3.2 The Chair of the Board shall preside at the organizational meeting upon being elected.

3.3 The newly elected Chair may deliver an address at the Board of Trustees meeting immediately following the Organizational Meeting.

3.4 In the absence of the Chair, the Vice-Chair of the Board shall preside at the organizational meeting upon being elected.

4.0 Election of Chair and Vice-Chair

4.1 The election of Chair and Vice-Chair of the Board shall be by majority vote of the members present.

5.0 Elections

5.1 The Board may adopt a procedure for the election of members to various offices and positions from time to time.

5.2 Members shall be elected to offices other than Chair and Vice-Chair of the Board by a majority vote of members present.

5.3 Each member present shall vote for as many candidates as there are positions to be filled at the time each vote is taken.

6.0 Duties of the Board of Trustees

6.1 Chair

In addition to any other duties under the *Education Act* or these Bylaws, the Chair of the Board of Trustees shall:

- (a) preside over meetings of the Board of Trustees;
- (b) conduct the meetings in accordance with the Board of Trustees' Bylaws for the conduct of such meetings;
- (c) establish agendas for Board of Trustees meetings, in consultation with the Director;
- (d) ensure that members of the Board of Trustees have the required information to allow for an informed discussion of agenda items;

- (e) act as official spokesperson on behalf of the Board of Trustees, unless otherwise determined by the Board of Trustees. The Chair of the Board of Trustees shall seek direction from the Board of Trustees regarding the substance and manner in which the matter shall be expressed;
- (f) convey the decisions of the Board of Trustees to the Director;
- (g) provide leadership to the Board in maintaining the board's focus on the multi-year plan established under section 169.1 of the *Education Act*;
- (h) provide leadership to the Board of Trustees in ensuring the Board of Trustees focus upon the Board of Trustees' mission and vision;
- (i) provide leadership to the Board of Trustees in adhering to the Board Member Code of Conduct;
- (j) assume such other responsibilities as may be determined by the Board of Trustees.

6.2 Vice-Chair

In addition to any other duties assigned under the *Education Act*, the Bylaws or otherwise, the Vice-Chair shall:

- (a) 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 on a temporary basis, assume any or all of the duties of the Chair of the Board of Trustees, except those which are precluded by law, regulation or these Bylaws;
- (b) perform such other duties as may be prescribed by the Board of Trustees from time to time.

7.0 Duties of the Director of Education

7.1 In addition to the duties assigned under the *Education Act* and in the Bylaw, the Director, for the sole purpose of section 52.1(b), article VI of the Bylaws, shall:

- (a) provide such information as the Integrity Commissioner believes to be necessary for an inquiry of a complaint made in accordance with the Complaint Protocol;
- (b) provide the Integrity Commissioner with free access to all books, accounts, financial records, electronic records and communications, files, papers, things or property belonging to or used by the TDSB that the Commissioner believes to be necessary for an inquiry of a complaint made in accordance with the Complaint Protocol for the Board Member Code of Conduct.

8.0 Inaugural Meeting

8.1 The Chair of the Board, in consultation with the Director, shall arrange an Inaugural Meeting of the Board within six weeks following the Organizational Meeting.

8.2 The purpose of the Inaugural Meeting following a municipal election shall be to introduce the recently elected members of the Board.

8.3 The Chair of the Board may deliver an address at the Inaugural Meeting.

8.4 The agenda for an inaugural meeting may not include any business to be considered by the Board, but may include various ceremonial matters at the discretion of the Chair of the Board, in consultation with the Director.

ARTICLE III: COMMITTEES

9.0 Statutory Committees

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

- (a) Audit Committee;
- (b) Special Education Advisory Committee (SEAC);
- (c) Parent Involvement Advisory Committee (PIAC);
- (d) Suspension and Expulsion Committees; and
- (e) Supervised Alternative Learning Committee.

9.2 The composition and terms of reference for statutory Committees shall be as prescribed by the *Education Act* and *Regulations*.

9.3 These Bylaws shall in apply to statutory Committees except as otherwise prescribed under the *Education Act* or *Regulations*.

9.4 The Chair and Vice-Chair are not *ex officio* members of statutory committees, unless otherwise provided for in the *Education Act* or *Regulations*.

Audit Committee

9.5 The Audit Committee shall be established in accordance with the *Education Act*, *Regulations* and O. Reg. 361/10, as amended from time to time.

9.6 Board members who are elected to the Audit Committee at the Organizational Board meeting, shall serve for a period of two years.

9.7 Non-elected members are appointed for a defined period of time as determined by the Board, but not exceeding three years.

- 9.8 The Audit Committee shall elect the Chair at the first meeting of the Audit Committee following the Organizational Board, from among the Board members appointed to the Committee, unless otherwise provided for in the *Education Act* or Regulations.
- 9.9 Audit Committee meetings may be held in public but will be held in camera where matters fall under section 207(2) of the *Education Act*.
- 9.10 These Bylaws shall govern the order and conduct of the Audit Committee meetings subject to the rules set out in O. Reg. 361/10.

10 Standing Committees

- 10.1 There shall be three Standing Committees of the Board:
- (a) Finance, Budget and Enrolment Committee; (rev. Nov. 23, 2016)
 - (b) Program and School Services Committee; and
 - (c) Governance and Policy Committee. (rev. Nov. 23, 2016)

Mandates of Standing Committees

- 10.2 The Finance, Budget and Enrolment Committee shall consider and make recommendations to the Board on finance matters, including procurement and contract awards, referred to it for consideration, review the impact of enrolment and policy change on the Board's budget, including reviewing the impact of enrolment trends, and marketing strategies to bolster enrolment in declining areas of the city; and consider strategies to balance the capital and operating budget over a multi-year period, and to make recommendations to the Board to balance the annual capital and operating budget.
(rev. Nov. 23, 2016)
- 10.3 The Program and School Services Committee shall consider and make recommendations to the Board on education matters referred to it for consideration.

- 10.4 The Governance and Policy Committee shall consider and make recommendations to the Board on governance and policy matters referred to it for consideration. (rev. Nov. 23, 2016)
- 10.5 A matter may be referred to a standing Committee for consideration by:
- (a) the Board;
 - (b) the Planning and Priorities Committee;
 - (c) the Chair of the Board;
 - (d) the Director;
 - (e) a member of the Board, by giving written notice of the matter in the manner prescribed by these Bylaws or in accordance with a procedure adopted by the Board from time to time for this purpose; or
 - (f) an advisory Committee established by the Board.

Membership of Standing Committees

- 10.6 Each standing Committee shall be composed of seven members of the Board elected at the organizational meeting subject to the quorum requirements in sections 24 and 15 of these Bylaws.
- 10.7 Each member of the Board, except the Chair and Vice-Chair of the Board, shall be appointed to one standing Committee.
- 10.8 No member of the Board shall serve on more than one standing Committee.
- 10.9 The Chair and Vice-Chair of the Board shall be members of each standing Committee *ex officio*.

11 Planning and Priorities Committee

- 11.1 The Planning and Priorities Committee shall be established as a permanent Committee of the Board.

- 11.2 The Planning and Priorities Committee shall be composed of:
- (a) the Chair of the Board;
 - (b) the Vice-Chair of the Board;
 - (c) the immediate past Chair of the Board if still a member of the Board;
 - (d) the Chair and Vice-Chair of each of the standing Committees;
 - (e) one member appointed by each standing Committee from amongst its members.
- 11.3 The Planning and Priorities Committee shall make recommendations to the Board on:
- (a) the development and coordination of a strategic plan for the Board, in consultation with the Director and the standing Committees;
 - (b) the Board's inter-governmental relations;
 - (c) professional development for members of the Board;
 - (d) planning and other related matters; and,
 - (e) facility and property matters, including property disposition, major capital projects, boundary changes; and,
 - (f) other issues referred time to time by the Board or the Chair of the Board or Committee. (rev. Nov. 23, 2016)

12 Special and Subcommittees

- 12.1 The Board may establish a special Committee of members of the Board to make recommendations to the Board on any matter.
- 12.2 The term of a special Committee shall expire on November 30 in each year unless otherwise determined by the Board.
- 12.3 A special Committee that has expired may be revived and continued by the Board at its next organizational meeting.

- 12.4 A Committee of the Board may establish a subcommittee to make recommendations to the Committee on any matter before the Committee for consideration.
- 12.5 The term of a subcommittee shall expire when the term of the Committee that established it expires, unless the Committee is revived and continued by the Board.

13 Committee Membership

- 13.1 Only members of the Board may be members of a Committee of the Board or a subcommittee of a Committee of the Board unless otherwise provided for in the *Education Act* or *Regulations*.
- 13.2 The membership of a Committee, other than a subcommittee, shall be determined by the Board.
- 13.3 The membership of a subcommittee shall be determined by the Committee establishing the subcommittee.
- 13.4 A member of the Board who is not a member of a Committee may be appointed to be a member of a subcommittee established by the Committee.
- 13.5 A member of the Board on whose motion a special Committee or subcommittee is established shall be a member of the special or subcommittee upon the request of the member.
- 13.6 A member whose term of office on a Committee has expired may be re-appointed to a subsequent term subject to sections 13.2 and 13.3 of these Bylaws.

14 Attendance at Meetings

- 14.1 In accordance with section 229 of the *Education Act*, notwithstanding the Board's ability to hold electronic meetings pursuant to section 208.1 of the *Education Act*, a member must be physically present at the meeting for at least three regular meetings of the Board

in each 12 month period, beginning December 1 and must be physically present one regular meeting for each period of four full calendar months during the member's term.

14.2 When a seat becomes vacant under the terms of section 228 of the *Education Act*, the provisions of the *Education Act* shall apply with respect to the filling of such vacancy.

14.3 A Trustee vacates his or her seat if they are absent without authorization by resolution of the Board recorded in the minutes, from three consecutive regular meetings.

14.4 A Chair must be physically present at a Board or Committee meeting.

15 Committee or Subcommittee Vacancy

15.1 A vacancy on a Committee, other than a subcommittee, shall be reported to the Board in the next report of the Committee.

15.2 The Board shall appoint a member, where possible, to fill a vacancy on a Committee upon being notified of a vacancy on a Committee.

15.3 A vacancy on a subcommittee shall be reported to the Committee that established it in the next report of the subcommittee.

15.4 A Committee shall fill a vacancy, where possible, on a subcommittee it established upon being notified of the vacancy.

15.5 A member of a Committee who is absent from three consecutive meetings of the Committee without the approval of the Committee will cease to be a member of the Committee, or to the establishing Committee if the absence was from meetings of a subcommittee, by the approval of the Board.

15.6 The Board shall determine whether a Committee vacancy will be filled or adjust the Committee membership, as the case may be.

16 Election of Committee Chair and Vice-Chair

- 16.1 The Director shall convene the initial meeting of a Standing Committee within six weeks of the adoption of the resolution establishing the Committee at Organizational Board.
- 16.2 If a Chair and Vice-Chair have not been elected, the Committee members shall elect a Chair and a Vice-Chair from amongst themselves at the initial meeting of the Committee.
- 16.3 The term of office of the Chair and Vice-Chair of a Committee shall expire on November 30 in each year.
- 16.4 The Chair and Vice-Chair of a Committee may be re-elected to a subsequent term of office by the Committee subject to section 13.3 of these Bylaws.

ARTICLE IV: MEETINGS – BOARD AND COMMITTEES

17 Regular Meetings

- 17.1 The rules and privileges of the Board, including these Bylaws, notification and procedures adopted by the Board under these Bylaws, and *Robert's Rules of Order*, shall apply equally to all Board and Committee meetings.
- 17.2 A reference in these Bylaws to a Committee refers equally to any Committee, as defined in these Bylaws.

18 Meeting Schedule

- 18.1 A regular meeting shall take place on that date, time and at the location established in the schedule of meetings.

19 Electronic Attendance

- 19.1 All Board and Committee meetings will be conducted electronically as required and in compliance with the *Education Act and Regulations*.
- 19.2 A Trustee must provide notice to Board Services that they wish to participate electronically by 5 p.m. on the day prior to the Board or Committee meeting, failing which the Trustee may not be permitted to participate electronically.
- 19.3 A Trustee who declares a conflict of interest may not participate electronically.
- 19.4 A Trustee or non-elected member may participate electronically in private meetings so long as that member is not the Chair.
- 19.5 At every meeting of the Board or of a Committee of the whole Board, the following persons must be physically present in the meeting room of the Board, in accordance with the *Education Act and Regulations*:

1. The Chair of the Board or their designate; and

2. At least one additional member of the Board; and
3. The Director of Education of the Board or their designate.

19.6 At every meeting of a Committee of the Board, except a Committee of the whole Board, the following persons must be physically present in the meeting room of the Committee, in accordance with the *Education Act and Regulations*:

1. The Chair of the Committee or their designate; and
2. The Director of Education of the Board or their designate.

19.7 Student trustees may not participate electronically in meetings that are closed to the public under the *Education Act*.

20 Agenda with Notice of a Regular Meeting

20.1 The Director shall provide all members with the agenda for the meeting and all background material with the notice at least two business days in advance of the meeting.

20.2 The content of the agenda shall be determined by:

- (a) the Chair of the Board in consultation with the Director for a regular meeting of the Board;
- (b) the Chair of the Committee for a regular meeting of the Committee.

21 Notice of Motion

21.1 A matter may be added to the regular meeting agenda by submitting in writing to the Director, at least seven days in advance of the meeting by:

- (a) two or more members of the Board in the case of a board meeting;
- (b) a member of a Committee, in the case of a Committee meeting.

21.2 The agenda for a regular meeting shall include all the matters that are to be considered.

21.3 The agenda shall be ordered in accordance with any procedure that may be adopted by the Board for that purpose.

22 Late Additions to Meeting Agenda

22.1 A matter may be added to an agenda for a regular meeting at the discretion of the Chair of the Board or Committee, in consultation with the Director, no later than the day before the meeting, at which time background information shall also be delivered to the members.

New business at a regular meeting

22.2 A matter that is not included in the agenda may be added to the agenda as new business at a regular meeting if a majority of the members agree to do so, unless otherwise prohibited by these Bylaws.

22.3 A motion to reconsider a decision of the Board made at a previous meeting shall not be added to the agenda as new business and must be dealt with in accordance with section 39.0.

23 Special Meetings

Authority to call a special meeting

23.1 A special meeting of the Board may be called to consider matters of an urgent or time-sensitive nature by:

- (a) the Chair of the Board; or,
- (b) the Director, at the written and signed request of a majority of the members of the Board.

23.2 A special meeting of a Committee may be called to consider matters of an urgent or time-sensitive nature by:

- (a) the Committee Chair; or
- (b) Chair of the Board, in the absence of the Committee Chair; or
- (c) at the written and signed request of a majority of the members of the Board; or
- (d) the Board.

Notice of a special meeting

23.3 The Chair of the Board, or the Committee as the case may be, and the Director shall notify all members in writing of a special meeting at least twenty four hours in advance of the meeting and shall include the agenda for the meeting with the notice.

23.4 The agenda for a special meeting shall include all the matters that are to be considered at the meeting, including a brief statement of the items to be considered at the meeting, and shall indicate whether the meeting shall commence in public, in Committee of the Whole, or *in camera* session.

New business at a special meeting

23.5 A matter that is not included in the agenda may be considered at a special meeting only if:

- (a) all members of the Board or Committee are present at the meeting; and,
- (b) all members of the Board or Committee agree to consider the matter.

24 Quorum

24.1 A quorum shall be a majority of members who are present at the meeting and qualified to vote.

24.2 If a quorum is present, a meeting shall commence within fifteen minutes of the meeting start time as shown in the agenda.

24.3 If a quorum is not present within 15 minutes after the meeting start time shown in the agenda, the names of those members present shall be recorded, and the meeting shall be cancelled.

Electronic Participation

24.4 Where a member is participating electronically, their attendance shall be included for quorum as long as they remain electronically connected to the meeting.

24.5 The Chair must be physically present in accordance with these Bylaws.

Where Conflict of Interest

24.6 Subject to the *Municipal Conflict of Interest Act*, a majority of the members eligible to vote shall constitute a quorum for Board and Committee meetings, where the Committee is composed of all trustees.

Quorum – Loss at Board meeting

24.7 If a quorum is lost during the course of the meeting, the Board shall stand in recess.

24.8 If quorum cannot be re-established within 15 minutes of the Board recessing due to a loss of quorum, the Board shall stand adjourned.

Quorum - Loss at Committee meeting

24.9 A member of the Board who is *ex officio* a member of the Committee may count towards quorum.

24.10 If a quorum is lost during the course of a Committee meeting, and the members of the Committee remaining determine that it cannot be re-established, the Committee shall stand adjourned.

25 Cancellation of Meeting

- 25.1 When a meeting is cancelled or adjourned due to a lack of quorum, the Director shall record the names of the members present, and report that information to the next regular meeting of the Board.

26 Presiding Officer

- 26.1 The Chair, or in his or her absence, the Vice-Chair shall preside at a meeting of the Board or Committee.
- 26.2 In the absence of the Chair the Vice-Chair of the Board, the members present shall elect one of themselves to preside at the meeting, or until the Chair or the Vice-Chair is present.
- 26.3 No member of the Board or Committee shall preside over the consideration of a motion on which the member is disqualified from voting on.

27 Order of Business

- 27.1 The agenda for a meeting of the Board or a Committee shall be ordered by the Chair of the Board or Committee in accordance with any procedure that may be adopted by the Board from time to time.
- 27.2 Matters shall be considered in the order shown in the agenda, unless the order of business is amended by a majority of members present at the meeting.

28 Voting

- 28.1 A member who is present at a meeting shall be entitled to vote once on each motion under consideration, unless otherwise disqualified from voting on the motion.
- 28.2 A member, except the Chair, who is present at a meeting, shall vote on each motion under consideration unless otherwise disqualified from voting on the motion.

- 28.3 A member, except the Chair, who is present and who fails to vote on a motion shall be deemed to have voted against the motion.
- 28.4 A member of the Committee who is present and who fails to vote on a motion shall be deemed to have voted against the motion.
- 28.5 The Chair may vote once on each motion under consideration.
- 28.6 When a motion is put to a vote, the Chair shall first call for votes in favour of the motion, and then for votes opposed.
- 28.7 After a vote is taken, the Chair shall declare whether the motion was carried or defeated.

Recorded vote at Board meetings

- 28.8 At the request of a member, the Director shall record the vote of each member on a motion if the request was made before the vote was commenced.

No recorded vote at Committee meetings

- 28.9 No vote taken in a Committee shall be recorded.

ARTICLE V: PROCEDURE AT MEETINGS

29 Rules and privileges of the Board

29.1 The rules and privileges of the Board shall include these Bylaws, procedures adopted by the Board under these Bylaws, and *Robert's Rules of Order* and apply equally to Committee meetings.

30 Public Meetings

30.1 Subject to section 31 of these Bylaws, every Board and Committee meeting shall be open to the public, and no person shall be excluded from a meeting that is open to the public except for improper conduct in accordance with section 207(1) of the *Education Act*.

30.2 No person shall, at any meeting, engage in conduct that is negative, critical, or derogatory towards any other person, or engage in any behavior that is disruptive to the meeting. Where a member of the public engages in such conduct, the Chair shall advise the person to cease such behavior, failing which the person shall be evicted from the meeting.

31 Meetings Closed to the Public (Private Session, Committee of the Whole)

31.1 As may be determined by the Board or a Committee of the trustees, and in accordance with section 207(2) of the *Education Act*, a meeting of the Board and of a Committee of Trustees may be closed to the public when the subject matter under consideration involves:

- (a) the security of the property of the board;
- (b) the disclosure of intimate, personal or financial information in respect of a member of the board or Committee, an employee or prospective employee of the board or a pupil or his or her parent or guardian;
- (c) the acquisition or disposal of a school site;

- (d) decisions in respect of negotiations with employees of the board; or
 - (e) litigation or any potential litigation affecting the Board.
- 31.2 A member shall adhere to the Board Member Code of Conduct in keeping information obtained in their capacity as a Board member private and shall not discuss those matters with third parties outside of the private meeting of the Board or Standing Committee except with staff or other Trustees.
- 31.3 A member may only disclose those private resolutions that the Board has decided to release in public.
- 31.4 Individuals other than trustees may attend private session as determined by the Chair or the Director of Education.

Committee of the whole

- 31.5 The Board may resolve into Committee of the Whole by a majority vote of the members present.
- 31.6 The Committee of the Whole shall observe the rules for Committee meetings as established in these Bylaws, except that no motion to adjourn shall be in order.
- 31.7 Motions made at Committee of the Whole do not require a seconder.
- 31.8 The Committee of the Whole shall report and make recommendations to the Board on all matters referred to it.
- 31.9 The Committee of the Whole shall consider:
- (a) private matters referred to it by the Chair of the Board; and
 - (b) matters that are referred to it by the Board.
- 31.10 The Committee of the Whole shall report to the Board upon a majority vote of the members present to rise and report to the Board.

31.11 A motion to rise and report is in order at any time.

32 Participation by Non-members

32.1 A Trustee who is not a member of a Committee may attend a meeting of the Committee, except where disqualified from doing so by a conflict of interest.

32.2 Subject to the *Education Act* and *Regulations*, a Trustee who is present and who is not a member of a Committee may speak to a motion under consideration by the Committee, but is neither entitled to move a motion nor to vote.

33 Length of Meeting and Extension of Time

33.1 No Board meeting shall continue in session beyond 11 pm, unless upon the consent of the majority of members present, the meeting is extended for a defined period of time to deal with items currently on the floor or to deal with any matter on the agenda deemed to be urgent or time sensitive.

34 Debate

34.1 The Chair shall maintain a list of members who wish to speak to a motion.

34.2 The Chair shall recognize a member to speak by calling the member by name and indicating that the member has the floor.

34.3 A member shall address his or her comments to the Board or the Committee through the Chair.

34.4 At any time before a motion is put to a vote, a member may require the motion to be read aloud.

34.5 A member shall confine his or her comments to the merits of the motion being considered.

- 34.6 No member who has the floor shall be interrupted by another member except for the purpose of stating a point of order, or being in breach of the privileges of a member or of the Board.
- 34.7 A member may speak only once to each motion.
- 34.8 A member may speak for up to five minutes to a motion.
- 34.9 The member who moved the main motion, but not of an amendment, may speak a second time for up to three minutes to close the debate.
- 34.10 The Chair shall not move or speak to a motion, but may pass the Chair to another member and request to be recognized for either purpose.
- 34.11 After the member who moved the main motion has spoken to close debate, no further debate shall be in order and the motion shall be put to a vote.
- 34.12 No member shall speak to a motion after the vote on that motion has commenced.
- 34.13 At both Committee and Committee of the Whole, speaking time shall be limited to a maximum of five minutes, each time the member has the floor.

Addressing the Board and Committee

- 34.14 A member may stand as able while speaking to a motion at a Board and Committee meeting.

Board Meeting - Ending debate

- 34.15 A member who has not spoken to a motion may move that debate on the motion be closed, and that the pending motion be put to a vote.
- 34.16 A motion to end debate shall be seconded.
- 34.17 No member shall speak on a motion to end debate.
- 34.18 A motion to end debate shall be decided by a majority of members of the Board.

34.19 If a motion to end debate carries, the Chair shall immediately put the pending motion to a vote.

Committee Meeting - Ending debate

34.20 A member of the Committee who has not spoken to a motion may move that debate on the motion be ended, and that the motion, including all pending amendments, be put to a vote.

34.21 A motion to end debate shall not be in order unless all members of the Committee who wish to speak to the motion have had an opportunity to speak once.

34.22 A motion to end debate is not debatable.

34.23 A motion to end debate shall require a vote by a majority of members of the Committee to carry.

35 Motions

35.1 A matter to be considered by the Board or Committee shall be in the form of a motion.

35.2 A motion shall be presented in writing, and:

- (a) shall be seconded before it is before the Board for consideration; or
- (b) a member of the Committee who is present may move a motion.

35.3 A motion shall be sent to the Director at least seven days before the meeting to be included in the meeting agenda.

35.4 Subject to section 32.2 of these Bylaws, any member present at a Board or Committee meeting, except the presiding officer, may move, or second a motion.

35.5 A motion that has been moved, and seconded as the case may be, shall be decided by a vote, unless it is withdrawn.

35.6 The member who moved a motion may withdraw it from consideration before a vote is commenced on the motion, and provided no other member present objects to it being withdrawn.

35.7 If any member objects to a request to withdraw a motion, the Board or Committee shall immediately decide whether to permit the motion to be withdrawn.

35.8 A motion, other than an appeal of a ruling by the Chair, shall be defeated on a tie vote.

Motions of precedence

35.9 When a motion is being considered, no other motion shall be in order except a motion of precedence.

35.10 A motion is a motion of precedence if it proposes to:

- (a) adjourn;
- (b) end debate;
- (c) recess;
- (d) postpone consideration of the motion indefinitely (at Board);
- (e) defer consideration of the motion to a specified time;
- (f) lay a motion on the table;
- (g) refer the motion to a Committee or subcommittee for consideration;
- (h) refer the motion to the Committee of the Whole;
- (i) move into Committee of the Whole to consider the motion;
- (j) move into Private session at Committee
- (k) take a motion from the table.

Motions – not debatable

35.11 A motion of precedence to do the following shall be decided without debate:

- (a) adjourn;
- (b) end debate;
- (c) recess;
- (d) postpone consideration of the motion indefinitely (at Board).

35.12 A motion to do the following shall not be in order in Committee:

- (a) postpone consideration of the motion indefinitely;
- (b) reconsider a decision previously made by the Board, unless the motion to reconsider the decision was referred to the Committee by the Board;
- (c) temporarily suspend the rules.

35.13 A motion of precedence shall take precedence over the main motion and any pending amendments, and shall be decided before the debate on the main motion and amendments resumes.

35.14 Only one motion of precedence shall be before the Board or Committee at any one time.

35.15 If a motion of precedence is defeated, another motion of precedence to the same effect cannot be made until some other business has intervened and been decided.

36 Refusal to accept a motion

36.1 The Chair shall rule a motion out of order if it is contrary to the rules and privileges of the Board.

36.2 If the Chair rules a motion out of order, the Chair shall state the applicable rule or authority without comment.

37 Amendments

37.1 A motion being considered by the Board or Committee may be amended, except those motions that are not debatable.

37.2 To be in order, an amendment must:

- (a) be directly relevant to the motion it proposes to amend;
- (b) propose some change in the substance or form of the motion; and,
- (c) not be contrary to the motion is proposes to amend.

37.3 An amendment may be amended.

37.4 Only one amendment to an amendment shall be considered by the Board at any one time.

37.5 The vote on the motion, the amendment and the amendment to the amendment shall be taken in the reverse order of that in which they were moved.

Motions – not amendable

37.6 A motion being considered by the Board or Committee may be amended, except a motion to:

- (a) appeal a ruling of the presiding officer;
- (b) end debate;
- (c) postpone consideration of the motion indefinitely (at Board);
- (d) reconsider a previous decision of the Board (at Committee);
- (e) temporarily suspend the rules (at Board);
- (f) lay a motion on the table;
- (g) take a motion from the table; or,
- (h) withdraw a motion.

38 Ad seriatim - Separate propositions

38.1 Before a motion is voted upon, a member may request that a motion containing separate propositions be voted upon separately.

39 Reconsideration – Board only

- 39.1 A decision of the Board shall not be reconsidered for a period of twelve months following the decision, or for the remainder of the term of office of the Board, whichever period is shorter.
- 39.2 A motion to reconsider a previous decision of the Board shall require two-thirds majority of the members of the Board to carry.
- 39.3 A decision of the Board made at a previous meeting shall not be reconsidered unless notice of the motion to reconsider the decision is included in the agenda.
- 39.4 A decision of the Board made earlier in an ongoing meeting may be reconsidered on a motion without notice.

40 Points of Order

- 40.1 A member may bring a departure from the rules of order to the attention of the Chair by raising a point of order.
- 40.2 A member may interrupt another member to raise a point of order.
- 40.3 The point of order shall be clearly stated, with reference to the particular Bylaw or rule that has been breached.
- 40.4 The Chair shall decide on the point of order without debate.
- 40.5 The Chair may declare a recess in order to review the point of order and make a decision.
- 40.6 The decision of the Chair may be appealed to the Board.
- 40.7 An appeal from the decision of the Chair shall be decided by the Board or the Committee as the case may be.
- 40.8 If the appeal from the decision of the Chair results in a tie vote, the decision shall be upheld.

41 Questions of Privilege

- 41.1 A member may raise a question of privilege if the member believes that:
- (a) the member's reputation, the reputation of any other member, or the reputation of the Board has been impugned;
 - (b) the member's ability to exercise the rights and privileges of a member of the Board has been impinged;
 - (c) the authority of the Board to govern its proceedings has been impugned.
- 41.2 The question of privilege shall be clearly stated, and shall include the remedy sought by the member.
- 41.3 A question of privilege shall not be in order unless the remedy sought by the member is within the power of the Chair or the Board to grant.
- 41.4 The Chair shall decide on the question of privilege without debate, and may, at Committee, refer the question of privilege to the Chair of the Board for decision at a later date.
- 41.5 The Chair may declare a recess in order to review the question of privilege in order to make a decision.
- 41.6 The decision of the Chair may be appealed to the Board.
- 41.7 An appeal from the decision of the Chair shall be decided by the Board or the Committee as the case may be.
- 41.8 If the appeal from the decision of the Chair results in a tie vote, the decision shall be upheld.

42 Delegations

42.1 The Board shall adopt a procedure to permit delegations at committee meetings.

43 Inadvertent Omission

43.1 Any inadvertent error or omission to give or deliver any notice, report or agenda or any other such procedural irregularity shall not affect the validity of any action thereafter undertaken by the Board or its Committees.

44 Amendment of Bylaws

44.1 The Board may amend these Bylaws from time to time.

44.2 Written notice of a proposed amendment to these Bylaws shall be given at a regular meeting of the Board prior to the meeting at which the proposed amendment is to be considered.

44.3 An amendment of these Bylaws shall require a majority vote of all members of the Board.

45 Temporary suspension of Bylaws

45.1 The Board may temporarily suspend a provision of these Bylaws by a two-thirds majority vote of the members of the Board, except where the provision is an obligation imposed by law.

45.2 Unless the Board determines otherwise, a temporary suspension of the Bylaws shall expire at the end of the meeting in which the Bylaws are suspended but shall not extend beyond the next organizational meeting.

46 Record of Decisions

Board

- 46.1 The Director shall maintain a complete record of the decisions made, including recorded votes, at all meetings of the Board.
- 46.2 At each regular meeting of the Board, the Director shall present, through the Chair, unconfirmed minutes of the decisions and votes recorded at previous meetings of the Board for confirmation.

Committee

- 46.3 A Committee shall transmit its recommendations to the Board in a written report in the form that may be established by a procedure that may adopted by the Board from time to time for that purpose.
- 46.4 If one or more members who are present disagree with the recommendation of the Committee, the Committee report may include the alternate position of the member or members in the form of a minority report, if the position is presented in writing before the Committee rises to report.
- 46.5 A Committee shall transmit recommendations of a private nature to the Committee of the Whole in private session.

ARTICLE VI: ACCOUNTABILITY FRAMEWORK

47 Board Member Code of Conduct

- 47.1 The Board shall adopt a Board Member Code of Conduct for its members in accordance with the provisions of the *Education Act*.
- 47.2 Board Members shall conduct themselves in accordance with the Board Member Code of Conduct at all formal and informal meetings, events or public gatherings in which they are carrying out their responsibilities.
- 47.3 The Board Member Code of Conduct that applies to the Board members also applies to non-elected members of all Committees, in relation to their functions, powers and duties as members of the Committee.

48 Integrity Commissioner

The Board shall appoint an Integrity Commissioner to provide accountability services and advice pursuant to the Board Member Code of Conduct and the Complaint Protocol.

- 48.1 The Integrity Commissioner carries out in an independent manner the duties and responsibilities of his or her office as set out in these Bylaws, the Complaint Protocol and the Board Member Code of Conduct.
- 48.2 The Integrity Commissioner is accountable to and reports directly to the Board.

49 Appointment, removal and resignation of Integrity Commissioner

- 49.1 A two-thirds majority of the Board is required for the appointment, extension of term, removal from office or termination for cause of the Integrity Commissioner.
- 49.2 The Integrity Commissioner shall be appointed for a fixed term of office.
- 49.3 The term of office for the Integrity Commissioner may be extended by the Board in exceptional circumstances.

49.4 The Integrity Commissioner may be removed from office or terminated for cause, before the expiry of the term of office, in accordance with the Bylaws and with the procedures established by the Board.

49.5 The Integrity Commissioner may resign from office at any time by giving 90 days written notice to the Chair, unless the notice requirement is waived by both parties.

50 Selection of Integrity Commissioner

50.1 The selection process for the Integrity Commissioner shall be conducted in accordance with the Board's procurement policies overseen by a selection panel of trustees appointed by the Board of Trustees and chaired by the Chair or the Chair's designate.

50.2 Appointment of the Integrity Commissioner shall be recommended to the Board by the selection panel.

51 Term of Office for Integrity Commissioner

51.1 The Integrity Commissioner shall be appointed for a five year non-renewable term of office.

52 Responsibilities of the Integrity Commissioner

52.1 The duties of the Integrity Commissioner are as follows:

- (a) To provide advice on the application of the Board Member Code of Conduct, TDSB policies, procedures and the Complaint Protocol and general information with respect to a member's obligations under the Municipal Conflict of Interest Act;
- (b) To make inquiries as directed by the Board and in accordance with the Complaint Protocol into whether a member of the Board has contravened the Board Member Code of Conduct;

- (c) To provide opinions on policy matters and make other reports to the Board as requested on issues of ethics and integrity;
- (d) To provide educational programs to members of the Board on issues of ethics and integrity;
- (e) To maintain custody and control of his/her complaint and inquiry files and on completion of his or her term of appointment, to transfer open files relating to ongoing matters to the incoming Integrity Commissioner appointed by the Board;
- (f) To provide such other duties respecting ethical matters as assigned by the Board.

AMENDMENTS

Amendments adopted November 23, 2016

- (a) That clause 10.1 (c) be amended by replacing “Human Resources and Professional Learning Committee” with “Governance and Policy Committee”;
- (b) That clause 10.4 be replaced with “The Governance and Policy Committee shall consider and make recommendations to the Board on governance and policy matters referred to it for consideration”;
- (c) That clause 11.3 be amended by deleting the following two parts of the mandate of the Board’s permanent committee, the Planning and Priorities Committee:
 - (i) (c) matters relating to meetings of the Board and the standing Committees
 - (ii) (d) the Board’s Bylaws and procedures
- (d) (not related)
- (e) That clauses 10.1 (a) and 10.2 be amended by changing “Finance and Accountability Committee” to “Finance, Budget and Enrolment Committee”;
- (f) That clause 10.2, mandate of the Finance, Budget and Enrolment Committee, be amended by adding:
 - (i) To review the impact of enrolment and policy change on the Board’s budget, including reviewing the impact of enrolment trends, and marketing strategies to bolster enrolment in declining areas of the city;
 - (ii) To consider strategies to balance the capital and operating budget over a multi-year period, and to make recommendations to the Board to balance the annual capital and operating budget;