



Index Revised – January 10, 2019

BOARD BYLAWS

December 1, 2018

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SECTION 1: GENERAL

1.1 Purpose of Bylaws

- 1.1.1 These Bylaws are enacted and administered by the Board of Trustees with support of the Director of Education and designated staff.
- 1.1.2 The Bylaws govern the actions of Trustees in Board and Committee meetings and advance democratic decision-making through fair and respectful dialogue and debate.
- 1.1.3 The Bylaws are consistent with applicable legislation, including the *Education Act*, *Municipal Act*, and *Municipal Conflict of Interest Act*.

1.2 Application and Scope

1.2.1 Board and Committees

These Bylaws apply to all Trustees. Certain provisions apply to Student Trustees.

The Director of Education and designated staff provide support to the Board of Trustees in relation to these Bylaws for Board and Committee meetings. The rules contained within these Bylaws apply to both Board and Committee meetings, unless otherwise stated in any of the provisions.

For the purpose of these Bylaws, Committees (as defined in section 1.6) comprise Committee of the Whole, Standing Committees, Special Committees, and Subcommittees but do not include Statutory Committees, and Community Advisory Committees, which are governed by applicable legislation or Board policies.

1.2.2 Temporarily Suspending a Provision of the Bylaws

The Board may temporarily suspend one of the Bylaws' provisions on a one-time basis, with a two-thirds (2/3) majority vote of the members present, unless prohibited by the *Education Act* or other legislation.

A temporary suspension of a Bylaws' provision will expire no later than at the end of the meeting. The following provisions, however, cannot be suspended:

- (a) Two-Thirds (2/3) Majority Vote of the Members Present Required to Suspend Provision(s) of the Bylaws (section 1.3.3);
- (b) Amendments to the Bylaws (section 1.3);

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- (c) No New Business at Special Meetings (except Emergency Business) (section 5.5);
- (d) Quorum for Board and Committee Meetings (section 4.5.2; 5.10.);
- (e) Open (Public) Session (section 5.3);
- (f) Closed (Private) Session (section 5.4);
- (g) Notice of Motion (section 5.15.1 to 5.15.3); and
- (h) Motion to Reconsider (section 5.15.26 to 5.15.29)

Committees are not permitted to suspend any provision of the Bylaws.

1.2.3 When Bylaws and Legislation Silent - Robert's Rules of Order Applicable

The Board will make every effort to ensure that these Bylaws are consistent and up-to-date with the most current legislative requirements. In circumstances where the Bylaws are found to be inconsistent with or contradict any legislative act or regulation, the statute will prevail.

The current edition of Robert's Rules of Order may be followed if both the relevant legislative acts and Bylaws are silent.

1.3 Amendments to Bylaws

1.3.1 Review Cycle

These Bylaws will be updated as required and reviewed at a minimum every four (4) years.

1.3.2 Advance Notice

Advance notice is to be given at the previous Board meeting for consideration to amend the Bylaws at a subsequent meeting.

1.3.3 Two-Thirds Majority Requirement

Two-thirds (2/3) majority vote of all Board members is required to make changes to the Bylaws.

1.3.4 Housekeeping Changes

The Director or designate may make any of the following non-substantive changes to the Bylaws:

- (a) Correction of spelling, punctuation or grammar and typographical errors;

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- (b) Correction of format or layout of information to improve accessibility or electronic/print presentation;
- (c) Correction of cross-reference errors or discrepancy in the numbering of provisions; and
- (d) Updates to position or organizational titles.

1.4 Procedural Errors and Omissions

A procedural error or omission regarding notice of an agenda, report or meeting or the application of these Bylaws will not affect the validity of subsequent decisions undertaken by the Board or its Committees, unless the error or omission results in a violation of a statutory requirement.

1.5 Supporting Procedures to the Bylaws

The Board may adopt supporting procedures for any of the provisions contained within these Bylaws.

Any supporting procedures will be appended to these Bylaws.

1.6 Definitions

For the purpose of these Bylaws, the following definitions will apply:

“Abstain due to a Conflict of Interest” means the act of not voting at a Board or Committee meeting as a result of having declared a pecuniary conflict of interest in accordance with the *Municipal Conflict of Interest Act*. Members who declare a conflict of interest on a matter cannot vote on that matter. The number of members required to pass a vote is subsequently reduced by the number of members who declared a conflict of interest;

“Adjourn” means to end a meeting;

“Agenda” means a list of items that form the order of business to be discussed at the Board or Committee meeting;

“Amend” means a proposal to alter or modify a motion presented to the Board or Committee. An amendment cannot be contrary to, or change the intent of, the main motion;

“Appeal Ruling of a Chair or Presiding Officer” means to enquire in a formal meeting as to whether the correct decision regarding application of these Bylaws was

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called by the Chair or presiding officer, after the introduction of a point of order or question of personal privilege. A member may interrupt the meeting to introduce a motion to appeal the ruling, which requires a majority vote to overturn a decision of the Chair;

“Board” or **“Board of Trustees”** means the collective governing body of the TDSB, constituted as a board pursuant to the *Education Act*, including section 208(1) of the Act;

“Board Meeting” means a regular meeting of the **“Board of Trustees”**, as defined above;

“Call the Question” means to end debate and vote on the motion that is before the Board or Committee;

“Code of Conduct” means the Board Member Code of Conduct (P075) for the Toronto District School Board;

“Chair” means the Chairperson of the Board or of any Committee;

“Closed Session”, which may be referred to as “Private Session”, means a meeting or a portion of a meeting of the Board or Committee, which is closed to the public pursuant to section 207(2) of the *Education Act* and in accordance with section 5.4 of these Bylaws;

“Committee” means the following Board’s committees established pursuant to these Bylaws: Committee of the Whole, Standing Committee, Special Committee, and Subcommittee;

“Committee of the Whole” means a Committee with a membership composition that includes all Board members with full participation and voting privileges. A Committee of the Whole meeting may be held in open (public) or closed (private) session;

“Complaint Protocol” means the Complaint Protocol for the Board Member Code of Conduct (PR708);

“Community Advisory Committee” means an advisory committee of the Board which serves in an advisory function in accordance with legislation and its mandate to provide the Board with ongoing community advice on specified areas of Board policy or program, as well as on educational issues of community interest;

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“Conflict of Interest Registry” means the registry of Trustees’ conflict of interest declarations, established in accordance with the *Municipal Conflict of Interest Act*;

“Consent Agenda” means the portion of the Board agenda with items presented together and adopted at once without further debate. The consent agenda typically consists of matters that were considered previously at a Committee;

“Delegation” means the action of speaking or submitting a written statement by a delegate to a Committee, as defined in the Board’s Delegation Procedure (PR718);

“Designate” means the person authorized to carry out certain and specific tasks on behalf of the **“Chair”** or **“Director”**, as appropriate;

“Director” means the Director of Education and Secretary-Treasurer of the TDSB;

“Emergency Business” means a situation, or the threat of a situation, adversely affecting health, safety and/or well-being, or resulting in significant legal risk or financial damage or loss, which by its nature and seriousness requires an immediate response;

“End Debate” means to put an end to debate immediately by calling the question and putting any motion before Board or Committee to a vote;

“Ex-Officio Member” means a member of a Committee by virtue of holding the Chair of Vice-Chair position of the Board. An ex-officio member is not a regular member but has the same voting rights and privileges as any other member of a Committee. Quorum (i.e., the minimum number of regular members necessary to conduct a Committee meeting) does not increase with the attendance of ex-officio member(s) at the meeting, but an ex-officio member will count towards quorum.

“External Organization” means organizations external to the TDSB with Trustee representation by invitation;

“Integrity Commissioner” means the Integrity Commissioner appointed by the Board of Trustees in accordance with the TDSB’s Bylaws;

“Lay a Motion of the Table” means to put aside the current business and consider it later in the meeting or at another time, to deal with another matter. See also **“Take from the Table”**;

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“Majority” for the purposes of voting means a simple majority or more than half of the total Board or Committee members, rounded up to the nearest one;

“Meeting” means any regular or special meeting of Board or Committees of the Board;

“Member” means a member of the Board of Trustees that may be referred to as a “Trustee” pursuant to section 1(12) of the *Education Act*, with duties specified in section 218.1 of the Act. A Student Trustee, although not an elected member of the Board, has certain privileges and duties which are outlined in these Bylaws (section 2.5.1) and in accordance with the *Education Act* and its regulations;

“Motion” means a proposal put forward by a member for the consideration of the Board or Committee;

“Minority Report” means a record of a member’s view or opposition related to a certain recommendation at the Committee of the Whole, Standing Committee, Special Committee or a Subcommittee, which is included in the subsequent Committee report to the Board. Minority Report is a way to present an alternate recommendation or record of a member’s view at Committee for the Board’s information;

“Motion of Precedence” means a priority motion which, when introduced, should be considered prior to resuming discussion or debate on any motion currently before the Board or Committee;

“Minutes” means the official record of a Board meeting once approved by the Board of Trustees;

“Notice of Motion” means an advance notification, in writing, of a matter to be brought forward for consideration to a future Board or Committee meeting by a member of the Board or Committee, with the intent to inform other Trustees, staff and the community about an upcoming matter;

“Open Session”, which may be referred to as **“Public Session”**, means a meeting or a portion of a meeting of the Board or a Committee of the Board open to the public in accordance with section 207(1) of the *Education Act*. Board and Committee meetings will always begin and end in open session but may be closed in limited circumstances as outlined in section 207(2) and 207(2.1) of the *Education Act*;

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“Organizational Meeting” means the annual regular meeting at which the Board’s Chair and Vice-Chair are elected, committees (including Standing Committees, Statutory Committees and Community Advisory Committees) are established, and Trustee members are appointed to committees and external organization;

“Present”, for the purpose of these Bylaws, means in attendance for a Board or Committee meeting either physically or by electronic means;

“Point of Order” means a query in a formal debate or meeting as to whether the correct rule of the Bylaws is being followed;

“Postpone Indefinitely” means to postpone a motion under consideration, which, when postponed indefinitely, cannot be discussed or reintroduced at the same meeting. The matter can only be brought up again at a later date;

“Presiding Officer” means the person designated to be the presiding officer of the meeting, usually the Chair or Vice-Chair, in accordance with section 3.4 and 5.9 of the Bylaws;

“Private Session” means **“Closed Session”**, as defined above;

“Public Session” means **“Open Session”**, as defined above;

“Question of Personal Privilege” means a request to the Chair to immediately consider and take action (despite any other pending business before the Board or Committee) to remedy a situation in which a member believes their rights or privileges are being disrespected;

“Quorum” means the minimum number of members necessary to conduct a meeting, which represents a simple majority of regular members;

“Receive” means to receive information and to include it in the official record of a Board or Committee meeting;

“Recess” refers to a short intermission, at the call of the Board or Committee Chair, or by a member (through a motion), which does not end the meeting, and after which business will be resumed at exactly the point where it was stopped;

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“Recorded Vote” means a written record of the name and vote of members of the Board relating to a motion at a Board meeting. Recorded votes are not taken at Committee meetings;

“Refer” means to refer a matter for consideration to another body under the jurisdiction of the TDSB (e.g., Board, Committee of the Board, Director of Education, Integrity Commissioner, Statutory Committee, Community Advisory Committee, etc.);

“Regular Meeting” means a scheduled meeting in accordance with the approved Schedule of Meetings;

“Rise and Report” means to report publicly the decisions of the Board or Committee made in a closed (private) session;

“Robert’s Rules of Order” means the current version of Robert’s Rules of Order, which is the internationally recognized manual on parliamentary procedure used as the guide for conducting efficient, effective and fair meetings;

“Schedule of Meetings” means the Board and Committee meeting calendar approved by the Board and amended from time-to-time;

“Secunder ” means a member who is interested in discussing a motion, proposed by another member at a Board or Committee meeting. Seconding a motion does not necessarily indicate that the seconder favours the motion. **“To Second”** means to support introduction of a motion for discussion and debate;

“Special Committee” means a Committee established by the Board to fulfil a specific task or objective, which is dissolved after the completion of its task. A Special Committee typically reports to a Standing Committee or directly to the Board;

“Special Meeting” means a meeting that is not part of the Board approved schedule of meetings and that is called by the Board Chair in consultation with the Director or designate (in the case of Board meeting) or by the Committee Chair in consultation with the Director or designate (in the case of Committee of the Whole or Standing Committee meeting) to deal with time-sensitive or emergency business. A Special Board Meeting may also be called by the Director or designate, at the written request of the majority of the Board;

“Standing Committee” means a Committee, generally of a permanent nature, established by the Board. The current Standing Committees are: 1) Finance, Budget

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and Enrolment Committee, 2) Governance and Policy Committee, and 3) Program and School Services Committee;

“Statutory Committee” means any committee that, by law, the Toronto District School Board is required to establish. The current Statutory Committees are: (1) Audit Committee, (2) Parent Involvement Advisory Committee, (3) Special Education Advisory Committee, (4) Supervised Alternative Learning Committees, and (5) Board Disciplinary Committee;

“Subcommittee” means a committee of Trustees created by a Committee of the Board. Subcommittees make recommendations and report to the corresponding Committees;

“Suspending a Provision of the Bylaws” means a procedural motion that temporarily suspends a provision of the Bylaws at a Board meeting;

“Take from the Table” is to resume consideration of the business that has been tabled or put aside earlier at the same meeting. See also **“Lay a Motion on the Table”**;

“TDSB” means the Toronto District School Board;

“Term of the Board” means the term which corresponds to the regular Ontario Municipal Election, which is held every four years;

“Term of Office” means the period of time during which Trustees have been elected or appointed to serve pursuant to the *Municipal Elections Act*, the *Education Act* and regulations;

“Trustee” means **“Member”**, as defined above;

“Two-Thirds Majority” means a voting principle which requires two-thirds (2/3) majority of the members of the Board or Committee rather than a simple majority vote;

“Vice-Chair” means the Vice-Chairperson of the Board or Committee of the Board; and

“Year” means calendar year, unless otherwise indicated.

SECTION 2: ROLES AND RESPONSIBILITIES

2.1 Board of Trustees

- 2.1.1 The Board of Trustees is the collective governing body of the Toronto District School Board (TDSB). Its decision-making authority rests with the entire Board of Trustees and not with individual Trustees.

As outlined in section 169(1) of the *Education Act* and the TDSB's Governance Policy (P086), the Board of Trustees is expected to govern in a manner that is responsive to the needs of all students in the Toronto District School Board. Individual Trustees must balance their role as representatives of the ward constituents who elected them with their responsibilities as members of the Board of Trustees as a whole.

- 2.1.2 In broad terms, the Board of Trustees is required to:

- (a) Promote student achievement and well-being;
- (b) Ensure the effective stewardship of the Board's resources;
- (c) Deliver effective and appropriate education programs to its pupils;
- (d) Develop and maintain policies and organizational structures that promote the goals of the TDSB;
- (e) Monitor and evaluate the effectiveness of policies developed by the Board in achieving its goals and the efficiency of the implementation of those policies;
- (f) Develop and review annually a Multi-Year Strategic Plan in accordance with Section 169.1(1)(f) of the *Education Act*; and
- (g) Monitor and evaluate the performance of the Director.

2.2 Trustees

- 2.2.1 For the purposes of these Bylaws, Trustees are expected, but not limited, to:

- (a) Recite the Declaration of Office and Oath of Allegiance in accordance with section 209 of the *Education Act*;
- (b) Attend and participate in meetings of the Board and Committees;
- (c) Bring the concerns of parents, students and the TDSB's stakeholders to the attention of the Board;
- (d) Uphold the implementation of any Board resolution after it is passed by the Board;
- (e) Maintain a focus on student achievement and well-being;
- (f) Consult with parents, students and the TDSB's stakeholders on the Board's Multi-Year Strategic Plan under section 169.1(1)(f) of the *Education Act*;
- (g) Comply with the TDSB's Board Member Code of Conduct (P075);
- (h) Declare any pecuniary conflict of interest, whether direct or indirect, in

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accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings;

- (i) Must not be present at a closed session meeting for matters where they have declared a conflict of interest; and
- (j) Maintain confidentiality by not disclosing to any member of the public confidential information acquired by virtue of their office or during closed (private) sessions.

2.3 Board Chair or Vice-Chair

- 2.3.1 The Chair of the Board, as an individual member, has no greater rights or powers than any other member of the Board. However, the members of the Board, as a whole, in electing one of their peers to be Chair of the Board, confer on the Chair a leadership role.

As set out in the TDSB's Governance Policy (P086) and the *Education Act*, the Board Chair or Vice-Chair (in the Chair's absence):

- (a) Presides over meetings of the Board;
- (b) Establishes agendas for Board meetings, in consultation with the Board's Director or designate ;
- (c) Conducts meetings in accordance with these Board Bylaws;
- (d) Ensures that members of the Board have the information needed for informed discussion of the agenda items;
- (e) Acts as spokesperson to the public on behalf of the Board, unless otherwise determined by the Board.
- (f) Conveys the decisions of the Board to the Director or designate and staff;
- (g) Provides leadership in maintaining the Board's focus on the Multi-Year Strategic Plan established under Section 169.1 of the *Education Act*;
- (h) Complies with and provides leadership regarding the TDSB's Board Member Code of Conduct (P075); and
- (i) Declares any pecuniary conflict of interest, whether direct or indirect at Board and Committee meetings in accordance with the *Municipal Conflict of Interest Act*.

2.4 Committee Chair or Vice-Chair

- 2.4.1 The Committee Chair or Vice-Chair (in the Chair's absence):

- (a) Presides over meetings of Committee;
- (b) Establishes agendas for Committee meetings, in consultation with the Director or designate ;
- (c) Conducts meetings in accordance with these Board Bylaws;
- (d) Ensures that members of the Committee have the information needed for informed discussion of the agenda items;

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- (e) Puts forward recommendations to the Board on behalf of the Committee through a Committee report;
- (f) Complies with the TDSB's Board Member Code of Conduct (P075); and
- (g) Declares any pecuniary conflict of interest, whether direct or indirect, in accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings.

2.5 Student Trustees

2.5.1 Student Trustees are not municipally elected members of the Board but play an important role in representing the interests of secondary school students through their participation in meetings of Student Senate, the Board and its Committees. As outlined in the *Education Act* and its regulations including Ontario Regulation 7/07, Student Trustees:

- (a) May attend Board and Committee meetings but are not considered members of the Board and may not exercise a binding vote on a matter;
- (b) May request that a matter before the Board be put to a recorded vote;
- (c) Must disclose any conflict of interest to the Board or Committee. During the discussion of the matter that gives rise to conflict, the Student Trustee cannot participate in the discussion, attempt to influence the vote of Board members, cannot suggest a motion or exercise a non-binding recorded vote;
- (d) May not move or second motions but are entitled to suggest a motion to be moved by a member;
- (e) May attend closed session, except electronically (section 5.8.11) or when declaring a conflict of interest or when matters under consideration include the disclosure of intimate, personal or financial information with respect to a member of the Board or Committee, an employee or prospective employee of the TDSB, a pupil or their parent or guardian; and
- (f) Must not disclose to any member of the public, confidential information acquired by virtue of their office or during closed (private) session.

2.6 Director of Education

2.6.1 The Director of Education is the supervisory officer appointed by the Board of Trustees, responsible for the day-to-day management and administration of all schools and departments, and the implementation of policies and directions approved by the Board.

2.6.2 The Director, as stated in sections 169.1, 198 and 283 of the *Education Act*, serves as the Chief Education Officer, Chief Executive Officer and Secretary to the Board.

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- 2.6.3 As Secretary to the Board, the Director or designate will:
- (a) Preside over the Organizational Meeting until the Chair of the Board is elected;
 - (b) Determine the times and location for the meetings of the Board and Committees;
 - (c) Keep a full and correct record of the proceedings of every meeting of the Board and Committees;
 - (d) Provide copies of any reports requested by the Ministry of Education; and
 - (e) Give notice of all meetings of the Board and Committees to each of the members.
- 2.6.4 The Director may delegate their authority in writing to staff of the TDSB to carry out duties and responsibilities as defined by these Bylaws.
- 2.6.5 In addition to the duties assigned under the *Education Act* and these Bylaws, the Director or designate, for the sole purpose of section 6.3 of these Bylaws, must:
- (a) Provide information to the Integrity Commissioner deemed necessary in order to conduct an inquiry of a complaint made in accordance with the Complaint Protocol for the Board Member Code of Conduct (PR708); and
 - (b) Provide the Integrity Commissioner with unrestricted access to all books, accounts, financial records and communications, files, papers, things or property belonging to or used by the TDSB that the Integrity 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 (PR708)

SECTION 3: ORGANIZATIONAL MEETING

3.1 Purpose of Organizational Meeting

3.1.1 The purpose of the Organizational Meeting will be to:

- (a) Elect the Chair and Vice-Chair of the Board;
- (b) Establish and review Committees of the Board (as defined in section 1.6), Statutory Committees and Community Advisory Committees;
- (c) Appoint members to Committees of the Board;
- (d) Elect the Chair and Vice-Chair of Standing Committees of the Board;
- (e) Appoint members to represent the Board on external organizations; and
- (f) Adopt an annual schedule of meetings (including meeting times) of the Board and its Standing Committees.

3.2 Scheduling of Organizational Meeting

3.2.1 In an election year, the Organizational Meeting will be held immediately following the Municipal Election and no later than seven (7) days after the start of the term of the Board.

3.2.2 In all other years, the Board will hold an Organizational Meeting each year during the month of November.

3.3 Director as Presiding Officer

3.3.1 The Director or designate appointed by the Board will call the meeting to order and preside until the Chair of the Board is elected, in accordance with the *Education Act*.

3.4 Election of Board and Committee Chair and Vice-Chair

3.4.1 The Board will adopt a process for the election of members to various offices and positions.

3.4.2 Nominations for Chair and Vice-Chair of the Board and its Committees will be received from members, including through self-nomination.

3.4.3 The election of Chair and Vice-Chair of the Board and Committees and other offices will require a majority vote of the members present.

3.4.4 Tie votes on a final ballot will result in another vote to be conducted before drawing lots, as outlined in the *Education Act*.

3.4.5 Following the election for Chair of the Board, the new Chair will preside at the

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Organizational Meeting and subsequent Board meetings.

- 3.4.6 If a Committee Chair and Vice-Chair have not been elected at the Organizational Meeting, the Committee members will elect a Chair and Vice-Chair from amongst themselves at the first Committee meeting.
- 3.4.7 The term of office of a Committee Chair and Vice-Chair will expire on November 14 each year.
- 3.4.8 The Committee Chair and Vice-Chair may be re-elected to a subsequent term(s) of office by the Committee, subject to the appointments made at Organizational Meeting each year.

SECTION 4: COMMITTEE STRUCTURE AND COMPOSITION

4.1 Establishment of Committees

- 4.1.1 The Board will consider and approve the Board's Committee structure and composition on an annual basis at the Organizational Meeting or as required.
- 4.1.2 The Board may establish by resolution any committee it deems appropriate, including but not limited to Standing, Statutory, Special, or Community Advisory Committees, subject to applicable legislation. The Board must approve terms of reference for all Committees (as defined in section 1.6), Statutory Committees and Community Advisory Committees, when applicable, which clearly outline the mandate and membership of the Committees.

4.2 Dissolution of Committees

- 4.2.1 The Board may dissolve any Committee at the Organizational Meeting or by resolution at any time as required, subject to applicable legislation.

4.3 Role of Committees

- 4.3.1 Committees are not decision making bodies and may only make recommendations to the Board for consideration and final approval.
- 4.3.2 Committees will provide information or make recommendations to the Board through Committee reports.

4.4 Membership of Committees

- 4.4.1 The Chair of the Committee of the Whole will be the Board Chair and the Vice-Chair of the Committee of the Whole will be the Board Vice-Chair.
- 4.4.2 Trustees will be elected to serve on the Board's Committees at Organizational Meeting or may be appointed from time-to-time as vacancies arise.
- 4.4.3 Each member of the Board, except the Chair and Vice-Chair of the Board, will be appointed to one (1) Standing Committee.
- 4.4.4 No member of the Board will serve on more than one (1) Standing Committee.
- 4.4.5 The Chair and Vice-Chair of the Board will be ex-officio members of each Standing Committee, with full voting privileges.
- 4.4.6 A member whose term of office on a Committee has expired may be re-

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appointed to a subsequent term of office by the Committee, subject to the appointments made at the Organizational Meeting each year.

- 4.4.7 The Board may appoint Trustees to serve on other agencies, boards and commissions, including those external to the Board, as it deems necessary or when requested, if supported by the Board and consistent with legislation.
- 4.4.8 Only Trustees may be members of a Committee (including a Subcommittee).
- 4.4.9 The membership of a Committee, other than a Subcommittee, will be determined by the Board.
- 4.4.10 A Trustee who is not a member or an ex-officio member of a Committee cannot move a motion, vote or be counted towards quorum, but may attend the meeting and speak to a motion under consideration by the Committee.

4.5 Committee of the Whole

- 4.5.1 Committee of the Whole will be composed of all Trustees with full participation and voting privileges.
- 4.5.2 Quorum for the Committee of the Whole will be twelve (12) members of the Board.
- 4.5.3 Committee of the Whole's mandate will be to make recommendations to the Board on:
 - a) The development and annual review of the Board's Multi-Year Strategic Plan for the Board, in consultation with the Director or designate;
 - b) The Board's inter-governmental relations;
 - c) The development and management of plans for senior leadership succession;
 - d) Professional development for members of the Board;
 - e) Facility and property matters, including property disposition, major capital projects, boundary changes;
 - f) Matters related to Trustees and Trustee Services; and
 - g) Other issues referred to it from time to time by the Board or the Chair of the Board.
- 4.5.4 The term of the Committee of the Whole will coincide with the term of the Board.
- 4.5.5 The Board may convene in Committee of the Whole by majority vote to consider matters during the regular Board meeting.

4.6 Standing Committees

- 4.6.1 The Board will establish Standing Committees to consider matters related to education, finance, personnel and property as cited in the *Education Act*.
- 4.6.2 The Board's Standing Committees are as follows:
- (a) Finance, Budget and Enrolment Committee;
 - (b) Governance and Policy Committee; and
 - (c) Program and School Services Committee.
- 4.6.3 The Finance, Budget and Enrolment Committee mandate will be to 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. The Committee will also consider facility related issues, including leases, plant operations, maintenance, architect selection and sketch plan approvals.
- 4.6.4 The Governance and Policy Committee's mandate will be to consider and make recommendations to the Board on governance and policy matters referred to it for consideration, including review of Board governance practices and the ongoing development and review of the Board's policies.
- 4.6.5 The Program and School Services Committee's mandate will be to consider and make recommendations to the Board on education matters referred to it for consideration, including matters presented by the Board's Community Advisory Committees.

4.7 Statutory Committees

- 4.7.1 The terms of reference for Statutory Committees will be in accordance with the *Education Act* and applicable regulations.
- 4.7.2 The Board will establish the following Statutory Committees as prescribed by the *Education Act* and regulations:
- (a) Audit Committee (Ontario Regulation 361/10);
 - (b) Parent Involvement Advisory Committee (also a Community Advisory Committee under Ontario Regulation 330/10);
 - (c) Special Education Advisory Committee (also a Community Advisory Committee under Ontario Regulation 464/97);

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- (d) Supervised Alternative Learning Committees (Ontario Regulation 374/10); and
- (e) Board Discipline Committee (*Education Act*, s.309 (12), and s.311.3 (9)).

4.7.3 The mandate, membership composition and terms of reference for Statutory Committees will be governed by applicable legislation.

4.8 Special Committee

4.8.1 The Board may establish a Special Committee consisting of Trustees to make recommendations to the Board on any matter.

4.8.2 The term of a Special Committee will expire on November 14 in each year unless otherwise decided by the Board.

4.8.3 A Special Committee that has expired may be re-established and continued by the Board at its next Organizational Meeting.

4.9 Subcommittees

4.9.1 A Committee may establish a Subcommittee to make recommendations to the Committee on any matter before the Committee for consideration.

4.9.2 The term of a Subcommittee will expire when the term of the Committee that established it expires, unless the Committee is renewed and continued by the Board at the Organizational Meeting.

4.9.3 The mandate and membership of a Subcommittee will be determined by the Committee that established the Subcommittee.

4.9.4 Any Trustee may be appointed to be a member of a Subcommittee established by the Committee.

4.10 Community Advisory Committees

4.10.1 The Board may establish Community Advisory Committees to provide the Board with ongoing community advice on specified areas of Board policy or program, as well as on educational issues of community interest.

4.10.2 The Board's Community Advisory Committees are as follows:

- (a) Aboriginal Community Advisory Committee;
- (b) Alternative Schools Community Advisory Committee;
- (c) Black Student Achievement Community Advisory Committee;
- (d) Community Use of Schools Community Advisory Committee;
- (e) Early Years Community Advisory Committee;

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- (f) Environmental Sustainability Community Advisory Committee;
- (g) Equity Policy Community Advisory Committee;
- (h) French-as-a-Second-Language Community Advisory Committee
- (i) Inner City Community Advisory Committee;
- (j) Parent Involvement Advisory Committee (also a Statutory Committee per Ontario Regulation 330/10); and
- (k) Special Education Advisory Committee (also a Statutory Committee per Ontario Regulation 464/97).

4.10.3 The Board may appoint members to any Community Advisory Committee, subject to the particular committee's terms of reference and governing legislation.

SECTION 5: BOARD AND COMMITTEE MEETINGS - RULES AND PROCEDURES

5.1 Scheduling a Meeting

- 5.1.1 Regular Board and Committee meetings will be held in accordance with the *Education Act* and the schedule of meetings approved at Organizational Meeting by the Board, which can be amended from time-to-time.
- 5.1.2 Committees will hold their first meeting within six (6) weeks of the adoption of the Board resolution establishing the Committee.
- 5.1.3 Special meetings of the Board, Committee of the Whole, Standing Committees and Statutory Committees may be scheduled from time-to-time, in accordance with section 5.5 of these Bylaws.
- 5.1.4 Special Committees and Subcommittees will meet on an as needed basis and at the call of the respective Committee Chair, in consultation with the Director or designate.

5.2 Cancelling a Meeting

- 5.2.1 The Chair (or Vice-Chair in the Chair's absence) may cancel a Board or Committee meeting in consultation with the Director or designate.

5.3 Open (Public) Sessions

- 5.3.1 All Board and Committee meetings will be open to the public, except when considering confidential matters as prescribed by the *Education Act*.
- 5.3.2 The Board or Committee will pass a motion in order to convene into closed (private) session (section 5.4).
- 5.3.3 No person will 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*.
- 5.3.4 No person will engage in conduct that is negative, critical, or derogatory towards any other person, or engage in any behaviour that is disruptive to the meeting. Where a member of the public engages in such conduct, the Chair may advise the person to cease such behaviour, or the person may be required to leave the meeting.

5.4 Closed (Private) Sessions

- 5.4.1 The Board will establish a process to ensure the security and confidentiality of

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proceedings held during closed (private) sessions, including with electronic participation, in accordance with Ontario Regulation 463/97 under the *Education Act*.

- 5.4.2 At the appropriate time during a meeting, a member may move a motion for a Board or Committee meeting to be closed to the public. The matter under consideration must be consistent with sections 207(2) and 207 (2.1) of the *Education Act* which permits closed (private) sessions when the subject-matter involves:
- (a) The security or property of the Board;
 - (b) The disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees, a current or prospective employee, a student, parent or guardian of the student;
 - (c) The acquisition or disposal of a school site;
 - (d) Decisions in respect of negotiations with employees of the Board; or
 - (e) Litigation affecting the Board; or
 - (f) An ongoing investigation under the *Ombudsman Act* respecting the TDSB.
- 5.4.3 At the conclusion of a closed (private) session, the Board or Committee will rise and report in an open session. Recommendations made in closed (private) session will not come into effect until approved at a regular meeting of the Board.
- 5.4.4 The Director or designate will maintain a complete record of the decisions made, including recorded votes where applicable.
- 5.4.5 Minutes of all closed (private) sessions will be transmitted to the Board for consideration and remain confidential, unless otherwise released to the public upon direction of the Board and in accordance with legal opinion, or as required under the *Municipal Freedom of Information and Protection of Privacy Act*.

Attendees at a Closed (Private) Session

- 5.4.6 Members of the public will be required to leave before a closed (private) session commences.
- 5.4.7 A Trustee or Student Trustee who declared a conflict of interest must withdraw from the closed (private) session for the entire discussion of the matter about which they have declared a conflict.
- 5.4.8 Sessions closed to the public may have individuals in attendance other than Trustees (e.g., TDSB senior staff as determined by the Director or designate, or delegates who have permission from the Board Chair and the Director or

designate to speak on a matter as described under section 5.4.2 of these Bylaws) in accordance with the *Education Act*.

- 5.4.9 Student Trustees may attend closed (private) sessions, except when discussion of a matter gives rise to conflict of interest (declared by the Student Trustee) or when matters under consideration include the disclosure of intimate, personal or financial information with respect to a member of the Board or Committee, an employee or prospective employee of the Board, a pupil or their parent or guardian.
- 5.4.10 In the absence of the official recording secretary during a closed (private) session, the presiding officer may appoint any member or other person to act as secretary for that meeting, in accordance with the *Education Act*.

Confidential Information

- 5.4.11 Matters discussed in private session must not be communicated to any person not present at the private session, except to a Trustee, or unless otherwise decided by the Board.
- 5.4.12 Trustees are expected to maintain strict confidentiality around any issue that is dealt with in closed (private) sessions and are bound by the confidentiality and protection of privacy provisions under the *Education Act* and the *Municipal Freedom of Information and Protection of Privacy Act*.
- 5.4.13 Student Trustees may attend closed (private) sessions but must not disclose or release to any member of the public, any confidential information acquired by virtue of their office or during private session, in accordance with the *Education Act* and Ontario Regulation 7/07.

5.5 Special Board and Committee Meetings

- 5.5.1 The Board may hold a Special Board meeting from time-to-time to consider time-sensitive or emergency business matters, if called by the:
- (a) Chair of the Board, in consultation with the Director or designate; or
 - (b) Director or designate, at the written request of the majority of the Board.
- 5.5.2 Committee of the Whole and Standing Committees may hold a Special Committee meeting from time-to-time to consider time-sensitive or emergency business matters, if called:
- (a) By the Committee Chair (or the Chair of the Board in their absence), in consultation with the Director or designate;
 - (b) At the written request of the majority of the Board;
 - (c) In accordance with the Board's Delegation Procedure (PR718.); or

(d) By the Board.

Notice of Special Meeting and Agenda

- 5.5.3 The Director or designate, in consultation with the Chair of the Board/Committee, will notify all members in writing (or via e-mail communication) of a special meeting at least twenty four (24) hours in advance of the meeting and will include the agenda for the meeting with notice.
- 5.5.4 The agenda for a special meeting will include all matters that are to be considered at the meeting, including a brief statement of the items to be considered at the meeting, and will indicate whether any part of the meeting should be held in public or in private session.
- 5.5.5 A matter that is not included on the Special Board or Committee meeting agenda cannot be considered, unless it qualifies as emergency business and two-thirds majority of the members present at the meeting wish to consider the matter.

5.6 Record of Decisions

- 5.6.1 At all Board and Committee meetings, the Director or designate will maintain a complete record of the decisions made, including recorded votes, where applicable, and declarations for the Board's Conflict of Interest Registry.
- 5.6.2 At each regular Board meeting, the Director or designate will present, through the Chair, draft minutes of the decisions and votes recorded at previous meetings of the Board for confirmation.

5.7 Attendance at Meetings

Board attendance and vacancies

- 5.7.1 At Board, a member must be physically present at the meeting for at least three (3) regular meetings of the Board in each twelve (12) month period, beginning November 15th, and must be physically present at one (1) regular meeting for each period of four (4) full calendar months during the member's term of office.
- 5.7.2 In accordance with section 228 (1) of the *Education Act*, a Trustee vacates their seat if they are absent, without authorization by resolution of the Board, as recorded in the minutes, from three (3) consecutive regular Board meetings.

Exception: Pregnancy or Parental Leave

- 5.7.3 Section 5.7.2 does not apply to Trustees absent for 20 consecutive weeks or less, if the absence is a result of the Trustee's pregnancy, the birth of the Trustee's child or the adoption of a child.
- 5.7.4 When a seat becomes vacant under the terms of section 228 (1) of the *Education Act*, the provisions of the *Education Act* will apply with respect to filling such vacancy.

Committee attendance and vacancies

- 5.7.5 At a Committee, with the exception of Committee of the Whole, a Trustee loses their Committee membership if they are absent, without authorization of the Committee, from three (3) consecutive regular Committee meetings.
- 5.7.6 A Committee vacancy, other than a Subcommittee, will be reported to the Board in the next Committee report.
- 5.7.7 The Board will appoint a member, where possible, to fill a Committee vacancy upon being notified.
- 5.7.8 The Board may decide to reduce the Committee membership rather than fill a Committee vacancy.
- 5.7.9 A Subcommittee vacancy will be reported to the Committee that established it in the next Subcommittee report.
- 5.7.10 The Committee will appoint a member, where possible, to fill a Subcommittee vacancy on the Subcommittee it established upon being notified.
- 5.7.11 The Committee may decide to reduce the Subcommittee membership rather than fill a Subcommittee vacancy.

5.8 Electronic Participation

- 5.8.1 The Board will provide an opportunity to participate electronically in Board and Committee meetings in accordance with the provisions of the *Education Act* and Ontario Regulation 463/97 – Electronic Meetings.
- 5.8.2 The Board will adopt a process to ensure the security and confidentiality of proceedings held during closed (private) meetings.
- 5.8.3 Members will make every effort to provide notice to Board Services if they intend to participate electronically by 5 p.m. on the day prior to the Board or Committee meeting.

- 5.8.4 Members attending the meeting electronically must advise the Chair when joining the meeting to be deemed present at the meeting.
- 5.8.5 Members who leave the meeting before adjournment, whether temporary or permanent, will advise the Chair.
- 5.8.6 At every Board meeting or Committee of the Whole, the following persons must be physically present:
- (a) The Board Chair or designate;
 - (b) At least one additional member of the Board; and
 - (c) The Director of Education or designate
- 5.8.7 At every Committee meeting , the following persons must be physically present:
- (a) The Committee Chair or designate; and
 - (b) The Director of Education or designate
- 5.8.8 Notwithstanding sections 5.8.6, 5.8.7, and 5.8.9, the Chair is able to preside over a meeting electronically when:
- (a) Weather conditions do not allow the Chair to travel to the meeting location safely; and
 - (b) The Chair cannot be physically present at the meeting for health reasons.
- 5.8.9 No more than half of Board or Committee meetings in a twelve (12) month period can be chaired electronically in accordance with Ontario Regulation 463/97 – Electronic Meetings.
- 5.8.10 All members participating via audio conference who are not speaking must use the mute function on their device. Members will make every effort to avoid disrupting a meeting by turning personal and electronic devices to a non-audible function, reducing all background noise (including audible sounds transmitted from placing a call on hold), and refraining from private conversations.
- 5.8.11 Student Trustees may not participate electronically in meetings that are closed to the public in accordance with the *Education Act*.

5.9 Presiding Officer

- 5.9.1 The Chair (or Vice-Chair in their absence) will preside at a meeting of the Board or Committee.

- 5.9.2 In the absence of the Chair or Vice-Chair, the Board or Committee will appoint one member to preside at the meeting or until the Chair or Vice-Chair is present.
- 5.9.3 No member of the Board or Committee will preside at a meeting during the consideration of a motion when that member has declared a conflict of interest.

5.10 Quorum

- 5.10.1 A quorum is the minimum number of members necessary to conduct a meeting which represents a simple majority of regular members.
- 5.10.2 Where a member is participating electronically, their attendance will be included for quorum as long as they remain electronically connected to the meeting.
- 5.10.3 If a quorum is present, a meeting will commence within fifteen (15) minutes of the meeting start time as shown in the agenda.
- 5.10.4 If a quorum is not present within fifteen (15) minutes after the start time shown in the meeting agenda, the names of the members present will be recorded and the meeting will be cancelled.
- 5.10.5 At a Board meeting, if a quorum is lost during the course of the meeting, the Board will stand in recess. If quorum cannot be re-established within fifteen (15) minutes of the Board recessing due to a loss of quorum, the Board will stand adjourned.
- 5.10.6 At a Committee meeting, if a quorum is lost during the course of the meeting, and the members of the Committee remaining determine that quorum cannot be re-established, the Committee will stand adjourned.
- 5.10.7 An ex-officio member will be counted towards quorum at a Committee meeting.

5.11 Acknowledgement of Traditional Lands

- 5.11.1 All Board and Committee meetings will include an acknowledgement of the Traditional Territories/Ancstral Lands of Aboriginal peoples recited by the Chair or Vice-Chair.

5.12 Agenda

Meeting Agenda and Notice

5.12.1 The content of the agenda for:

- (a) Board, will be determined by the Board Chair in consultation with the Director or designate;
- (b) Committee, will be determined by the Committee Chair in consultation with the Director or designate; and
- (c) Committees, for the purpose of hearing delegations in accordance with the Delegation Procedure (PR718), will be determined by the Committee Chair in consultation with the Board Chair and the Director or designate.

5.12.2 The Director or designate will provide members with the agenda for Board and Committee meeting, including all background material with notice, at least three (3) business days in advance of the meeting.

Order of Agenda (Order of Business)

5.12.3 Matters will generally be considered in the order shown in the agenda. The final agenda will be approved at the meeting by a majority of the members present.

5.12.4 At Regular Board, the following is the typical order of an agenda:

- (a) Call to Order
- (b) Convene into Committee of the Whole (Closed Session) if applicable
- (c) National Anthem and Acknowledgement of Traditional Lands
- (d) Approval of the Agenda
- (e) Celebrating Board Activities
- (f) Memorials
- (g) Chair's Announcements
- (h) Reports from Trustees Appointed to External Organizations and Student Trustees
- (i) Director's Leadership Report
- (j) Declarations of Possible Conflict of Interest
- (k) Consent Agenda (Matters to be decided without discussion)
- (l) Confirmation of Minutes from previous meeting(s)
- (m) Staff Reports
- (n) Committee Reports
- (o) Motions for Consideration (Introduced at a Previous Meeting)
- (p) Notices of Motion (Discussion for Next Meeting)
- (q) Emergency Business
- (r) Adjournment

5.12.5 At Committee, the following is the typical order of an agenda:

- (a) Call to Order and Acknowledgement of Traditional Lands
- (b) Approval of the Agenda
- (c) Declarations of Possible Conflict of Interest
- (d) Delegations
- (e) Staff Reports
- (f) Motions for Consideration (Introduced at a Previous Meeting)
- (g) Notices of Motion (Discussion for Next Meeting)
- (h) Emergency Business
- (i) Adjournment

5.12.6 At Special Board and Committee meetings, the order of the agenda will be determined by the Chair of the Board or Committee, as the case may be, in consultation with the Director or designate.

Emergency Business

5.12.7 A matter not on the agenda or directly related to matters arising from discussion cannot be introduced by a Trustee at a Board or Committee meeting, or after the notice of agenda has been circulated to members, unless the item qualifies as emergency business (as defined in section 1.6) and is confirmed by a two-thirds majority vote of the members present.

Consent Agenda (Board Only)

5.12.8 The Consent Agenda will be prepared for regular Board meetings as part of agenda development. The consent agenda is the portion of the agenda with items presented together and adopted at once without further debate.

5.12.9 Upon receiving the notice of a Board agenda, members are required to advise the Chair of the Board and the Director or designate, no later than one (1) business day prior to the scheduled meeting, if requesting a separate discussion and vote on an item listed on the consent agenda. Matters which receive support of four (4) or more Board members will be discussed separately. All other items will constitute the consent agenda.

5.12.10 If a member requests separate discussion on an item at the time of the meeting, the matter will only be removed from the consent agenda with approval by two-thirds majority vote.

5.12.11 All matters listed on the consent agenda will be presented as matters to be decided without discussion.

5.13 Debate

- 5.13.1 The Chair or designate will maintain a list of members who wish to speak to a motion.
- 5.13.2 The Chair will recognize a member to speak by calling the member by name and indicating that the member has the floor.
- 5.13.3 Members and participants in a meeting will address their comments through the Chair of the meeting.
- 5.13.4 At Board meetings, members and participants will stand, if able.
- 5.13.5 No member will interrupt another member who has the floor, except for the Chair presiding over a meeting or a member for the purpose of stating a point of order or question of personal privilege.
- 5.13.6 Members will confine their comments to the merits of the motion being considered.
- 5.13.7 The Chair may rule a question out of order if a member has already asked substantially the same question in another form.
- 5.13.8 The presiding officer is entitled to move, second or speak to a motion, but only once they have relinquished or passed the role of presiding officer to another member. Should the presiding officer move a motion, having relinquished their role as presiding officer, they may not preside over the meeting until the motion has been dealt with.
- 5.13.9 At any time before a motion is put to a vote, a member may request that the motion be read aloud.

Speaking Time

- 5.13.10 At Board, a member may speak only once to each motion and for up to five (5) minutes. A member, who moved the main motion, but not amendment, may speak a second time for up to three (3) minutes in order to close debate.
- 5.13.11 At Committee, members may speak an unlimited number of times to each motion and for up to five (5) minutes for each motion. A member, who moves the motion, but not amendment, may speak last and for up to three (3) additional minutes to conclude debate.

Ending Debate

- 5.13.12 At Board, a member who has not spoken to a motion may move that debate on the motion be closed and the pending motion be put to a vote.
- 5.13.13 At Committee, a member who has not spoken to a motion may move that debate on the motion be closed and the pending motion be put to a vote, but only after all members of the Committee who are entitled to speak have had an opportunity to speak once.
- 5.13.14 No member will speak on a motion to end debate
- 5.13.15 A motion to end debate will be decided by a majority of the members.
- 5.13.16 If a motion to end debate is supported by majority, no further debate can take place and the Chair will immediately put the pending motion to a vote.

5.14 Voting

- 5.14.1 A member who is present at a meeting is entitled to vote once on each motion under consideration, unless disqualified from voting on the motion.
- 5.14.2 Trustees who are not members of the Committee are not entitled to vote. Only Committee members and ex-officio members may vote at Committee meetings.
- 5.14.3 A member, except the Chair, who is present and fails to vote on a motion, will be deemed to have voted against the motion. If the Chair abstains from voting, their vote will be recorded neither for nor against the motion, and the number of members required to pass a vote will subsequently be reduced by one.
- 5.14.4 A member who declares a conflict of interest must abstain from voting, and will be recorded as abstaining due to a conflict of interest. When a member abstains due to a conflict of interest, their vote will be recorded neither for nor against the motion, and the number of members required to pass a vote will subsequently be reduced by the number of members with a declared conflict, in accordance with the *Municipal Conflict of Interest Act*.
- 5.14.5 Before a motion is voted on, a member may request that a motion containing separate parts or propositions be voted on separately (*ad seriatim*).
- 5.14.6 When a motion is put to a vote, the Chair will first call votes in favour of, and then votes against.

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5.14.7 After a vote is taken, the Chair will declare whether the motion was carried or defeated.

5.14.8 A tie vote means the motion is defeated.

Student Trustees

5.14.9 Student Trustees are entitled to vote and may request that a matter before a Board meeting be put to a recorded vote, in accordance with Ontario Regulation 7/07 under the *Education Act*. Student Trustee votes are non-binding.

Recorded Votes (Board Only)

5.14.10 Votes taken at Board meeting, but not at a Committee meeting, may be recorded.

5.14.11 At the request of a member, including a Student Trustee, the Director or designate will record the vote of each member on a motion, if the request was made before the vote commenced.

5.14.12 When a recorded vote is requested, members will vote using the electronic voting system, where possible.

Minority Report

5.14.13 Any member may request that their view or record of opposition related to a certain recommendation at a Committee meeting be included in the form of a minority report.

5.14.14 A minority report, which may include an alternate recommendation from that of the majority, will be in writing and included in the Committee report to the Board for information.

5.14.15 Any member who wishes to have their minority report considered at a Board meeting will request that the Committee report be removed from the consent agenda within prescribed timelines.

5.14.16 When the Committee report is before the Board, the Committee's recommendation must be considered first. If the Board does not adopt the Committee's recommendation, the minority report may be moved and considered.

5.15 Motions

Notice of Motion

- 5.15.1 A Notice of Motion presented at Board or a Committee meeting will be in writing and requires a seconder.
- 5.15.2 A Notice of Motion will be introduced by a member who is present as an advance notification of a matter to be considered at a subsequent Board or Committee meeting. A Notice of Motion will not be debated at the meeting at which it is introduced.
- (a) A Notice of Motion may be submitted to the Director or designate at least (7) days before the meeting, or at the meeting, but will be considered at a subsequent meeting.
 - (b) A Notice of Motion submitted prior to, or at the Board meeting, will be considered at a subsequent Board meeting or will be referred to the appropriate Committee.
 - (c) A Notice of Motion submitted prior to, or at a Committee meeting, will be considered at a subsequent Committee meeting.
- 5.15.3 A Notice of Motion may be withdrawn before it is considered at the meeting.

Motions

- 5.15.4 A matter to be considered by the Board or at a Committee meeting will be in the form of a motion.
- 5.15.5 Any member (including ex-officio member) present at a Board meeting, or Committee member at Committee, may move or second a motion related to an item on the Agenda or Emergency Business (section 5.12.7), unless disqualified from participating due to a conflict of interest.
- 5.15.6 All motions that would require the Board to expend funds for a new initiative will be considered by an appropriate Committee prior to consideration by the Board.

The following information will be provided:

by the mover (with support from the Director or designate):

- (a) The projected cost of implementing the proposal;
- (b) The recommended source of the required funds, including any required amendments to the Board's approved budget; and
- (c) A framework to explain the expected benefit and outcome as a result of the expenditure;

by the Director or designate:

(d) An analysis of the financial implications to ensure the TDSB financial position remains balanced.

5.15.7 A motion that has been moved and seconded is considered to be on the floor and will be decided by a vote, unless withdrawn.

5.15.8 A member who moved a motion may withdraw it from consideration before the vote is taken on the motion, provided that the seconder or no other member present objects to the motion from being withdrawn.

5.15.9 If a member objects to a request to withdraw a motion, the Board or Committee will immediately decide whether to permit the motion to be withdrawn by majority vote.

Motions - Order of Precedence

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

5.15.11 A motion of precedence may be introduced by a member during a meeting and will take precedence over any current motion under consideration. A motion of precedence will be decided before debate on the current motion or amendments to that motion can resume.

5.15.12 Only one motion of precedence can be before the Board or Committee at any time.

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

5.15.14 A motion of precedence includes the following:

- (a) Adjourn;
- (b) End debate
- (c) Recess;
- (d) Postpone indefinitely the consideration of a motion;
- (e) Defer consideration of a motion to a specified time;
- (f) Lay a motion on the table;
- (g) Refer;
- (h) Move into Committee of the Whole;
- (i) Move into closed session; and,

- (j) Take a motion from the table.

Motions of Precedence – Not Debatable

5.15.15 The following motions of precedence will be decided without debate:

- (a) Adjourn;
- (b) End debate
- (c) Recess; and,
- (d) Postpone consideration of the motion indefinitely (Board only).

Refusal to Accept a Motion

5.15.16 The Chair may rule a motion out of order if it is contrary to the Bylaws of the Board.

5.15.17 If a Chair rules a motion out of order, the Chair will state the applicable Bylaws provision or authority.

5.15.18 At Committee, the following types of motions are not in order:

- (a) Postpone consideration of a motion indefinitely;
- (b) Reconsider a previous decision of the Board (unless the motion to reconsider was explicitly referred to the Committee by the Board);
- (c) Suspend a provision of the Bylaws.

Amendments to a Motion

5.15.19 A motion being considered by the Board or Committee may be amended, except those motions that are not debatable (section 5.15.15 above) or motions that are not amendable (section 5.15.20 below).

5.15.20 Motions that are not amendable include:

- (a) Appeal the ruling of Chair or presiding officer;
- (b) End debate
- (c) Postpone consideration of a motion indefinitely (at Board);
- (d) Reconsider a previous decision of the Board (at Committee);
- (e) Temporarily suspend a provision of the Bylaws (at Board);
- (f) Lay a motion on the table;
- (g) Take a motion from the table; or
- (h) Withdraw a motion.

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5.15.21 An amendment, to be in order, must:

- (a) Directly relate 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 main concept of the original motion it proposes to amend.

5.15.22 Only two amendments to a main motion may be proposed at any point in time.

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

Motion to Refer

5.15.24 A matter may be referred to:

- (a) The Board;
- (b) Committee, or Committee of the Whole;
- (c) The Chair of the Board;
- (d) The Director of Education or designate; or
- (e) A Statutory or Community Advisory Committee.

Extending Meeting Time

5.15.25 No Board or Committee meeting will continue in session beyond 11p.m., unless upon the consent of the majority of members present, the meeting is extended for a defined period of time (in 30 minute intervals) to debate items currently on the floor to deal with any matter on the agenda deemed to be urgent or time sensitive. An additional motion to extend the meeting time is in order.

Motion to Reconsider (Board Only)

5.15.26 A previous decision of the Board cannot be reconsidered for at least twelve (12) months after the decision was made, or for the remainder of the term of the Board, whichever is the shorter time, unless two-thirds (2/3) majority of the members decide otherwise.

5.15.27 A motion to reconsider a previous decision of the Board requires two-thirds (2/3) majority of all members to carry (pass).

5.15.28 A decision of the Board made at a previous Board meeting cannot be

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reconsidered unless notice of the motion to reconsider the decision has been included in the agenda.

5.15.29 A decision of the Board made earlier in an ongoing (current) meeting may be reconsidered on a motion without notice.

Point of Order

5.15.30 A member may advise the Chair when they believe that a departure from the Bylaws has taken place and the correct provision(s) of the Bylaws is not being followed.

5.15.31 A member is entitled to interrupt another member only in situations where they wish to raise a point of order.

5.15.32 The point of order in question must be clearly stated by the member, with reference to the particular Bylaw provision or section.

5.15.33 The Chair will decide on the point of order without debate.

5.15.34 The Chair may declare a recess in order to review the point of order in question and make a decision.

5.15.35 A member may interrupt the meeting to introduce a motion to appeal the ruling of a Chair, which requires majority vote to overturn a decision of the Chair.

5.15.36 If the appeal from the decision of the Chair results in a tie vote, the Chair's decision on the point of order will be upheld.

Question of Personal Privilege

5.15.37 Any member may raise a question of personal privilege if they feel that they have been disrespected or believe that any other Trustee or staff member has been disrespected.

5.15.38 A member may also raise a question of personal privilege if there has been negative impact to:

- (a) The reputation of the member or staff, as well as any member of the public;
- (b) The member's ability to exercise rights and privileges; and/or,
- (c) The authority of the Board or Committee to govern and conduct a meeting.

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- 5.15.39 The question of personal privilege must be stated clearly and should include the remedy or resolution requested by the member.
- 5.15.40 A question of personal privilege will not be in order if the remedy or resolution requested exceeds the power or ability of the Chair, Committee or Board.
- 5.15.41 The Chair will decide on the question of personal privilege without debate.
- 5.15.42 The Chair may declare a recess in order to consider the question of privilege in order to make a decision.
- 5.15.43 At Committee, the Chair may refer the question of privilege to the Board Chair for a decision at a later time, if practicable.
- 5.15.44 The decision of the Committee Chair may be appealed to the Board.
- 5.15.45 A member may interrupt the meeting to introduce a motion to appeal the ruling of a Chair, which requires majority vote to overturn a decision of the Chair.
- 5.15.46 If the appeal from the Chair's decision results in a tie vote, the Chair's decision on the question of privilege will be upheld.

5.16 Public Participation in Meetings

Delegations

- 5.16.1 Delegations will be considered at Committee meetings only and will be managed in accordance with the Delegation Procedure (PR708).

SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

6.1 Board Member Code of Conduct

- 6.1.1 The Board will adopt a Board Member Code of Conduct for its members and review it after each municipal election, in accordance with the *Education Act* and Ontario Regulation 246/18.
- 6.1.2 The TDSB's Board Member Code of Conduct (P075), which supports the Board's commitment to meeting high standards of conduct by Trustees and staff, is provided in the reference section of these Bylaws.

6.2 Conflict of Interest Registry (effective March 1, 2019)

- 6.2.1 Members have a responsibility to disclose any pecuniary conflict of interest, whether direct or indirect in accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings by filing a written statement with Board Services acting as the Director's designate. In closed (private) session, members must withdraw from and not be present in the meeting room or participate via electronic means when a matter about which they have declared a conflict is being discussed.
- 6.2.2 The Director of Education or designate will:
 - (a) File the written statement by the member in the TDSB's Conflict of Interest Registry;
 - (b) Record the conflict of interest in the Minutes or official record of the public Board or Committee meeting;
 - (c) Record the conflict of interest in the Minutes or official record of a closed or private session meeting and also in the official record of the next regular public Board meeting; and
 - (d) Make the TDSB's Conflict of Interest Registry available for public review.

6.3 Integrity Commissioner

- 6.3.1 The Board will appoint an Integrity Commissioner to provide accountability services and advice pursuant to the Board Member Code of Conduct (P075) and the *Education Act*.
- 6.3.2 The Integrity Commissioner carries out in an independent manner the duties and responsibilities of their office as set out in the TDSB's Bylaws, the Board Member Code of Conduct (P075) and the Complaint Protocol (PR708).
- 6.3.3 The Integrity Commissioner is accountable, and reports directly, to the Board.

Selection of an Integrity Commissioner

- 6.3.4 The Integrity Commissioner selection process will be conducted in accordance with the Board's procurement policies overseen by a selection panel of Trustees appointed by the Board and chaired by the Board Chair or designate.
- 6.3.5 Appointment of the Integrity Commissioner will be recommended by the selection panel to the Board for approval.

Term of Office for Integrity Commissioner

- 6.3.6 The Integrity Commissioner will be appointed for a five (5) year non-renewable term of office.
- 6.3.7 The term of office for the Integrity Commissioner may be extended by the Board in exceptional circumstances
- 6.3.8 A two-thirds (2/3) majority vote of the Board is required for the appointment, extension of term, removal of office or termination for cause of the Integrity Commissioner.
- 6.3.9 The Integrity Commissioner may be removed from office or terminated for cause, before the expiry of their term of office, in accordance with these Bylaws and policies and procedures of the Board.
- 6.3.10 The Integrity Commissioner may resign from office at any time by giving ninety (90) days written notice to the Board Chair, unless the notice requirement is waived by both parties.
- 6.3.11 Serving the Board of Trustees, the Integrity Commissioner will provide advice and offer an independent, transparent and accountable process for conducting inquiries and complaint resolution.

Responsibilities of the Integrity Commissioner

- 6.3.12 The Integrity Commissioner will:
- (a) 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) 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;

SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

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

SECTION 7: RESOURCES

7.1 Legislation, Policies, Procedures and Other Documents

Legislation:

- [Education Act](#)
- [Municipal Conflict of Interest Act](#)
- [Municipal Elections Act](#)
- [Municipal Freedom of Information and Protection of Privacy Act](#)

Policies

- [Board Member Code of Conduct \(P075\)](#)
- [Governance Policy \(P086\)](#)

Procedures

- [Complaint Protocol to the Board Member Code of Conduct \(PR708\)](#)

Other Documents

- Robert's Rules of Order
- [Norms of the TDSB and Staff](#)

7.2 Appendices

- Appendix A: [Delegation Procedure \(PR718\)](#)

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Toronto District School Board

Governance Procedure PR718

Title: **DELEGATION PROCEDURE**

Adopted: December 7, 2016

Effected: December 7, 2016

Revised:

Reviewed:

Authorization: Board of Trustees

1.0 RATIONALE

This Delegation Procedure (the “Procedure”) supports implementation of the Toronto District School Board (TDSB) Bylaws, as related to addressing a Committee of the Board (also known as “delegations” and as defined below in section 3.0), and managing the delegation process.

This Procedure is designed to ensure that members of the public can provide information and perspectives to trustees and are actively involved in the Board’s decision-making process.

2.0 OBJECTIVE

To set out a consistent and easily understandable process for the public to address Committees of the Board through delegations (i.e., by speaking in person or through written submission).

3.0 DEFINITIONS

Agenda Clearing is the process by which the Chair of the Committee, in consultation with the senior staff lead, approves, the meeting agenda which is then shared with Governance and Board Services.

Board means the Board of Trustees of the Toronto District School Board.

Bylaws mean the TDSB Bylaws which establish procedural rules governing operations of the Board of Trustees.

Chair means the Chairperson of the Board or of a Committee of the Board.

Closed (or Private) Session means a meeting of the Board or any Committee of the Board which is closed to the public in accordance with subsections 207.(2) and 207.(2.1) of the *Education Act*, when the subject-matter under consideration involves:

- (a) the security of the property of the TDSB;
- (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 TDSB 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 TDSB;
- (e) litigation affecting the TDSB; or
- (f) an ongoing investigation under the *Ombudsman Act* respecting the Board of Trustees.

Committee means (for the purpose of this Procedure only):

- permanent committee;
- statutory committee that conducts public meetings;
- standing committee; or
- special (ad-hoc) committee of the Board.

Committee Mandate means formal authority and duties assigned to a Committee of the Board.

Committee of the Whole means a committee with a membership composition that includes all trustees of the Board and is governed by meeting rules applicable to a committee of the Board.

Delegate means any member of the public, a representative of a local community, organization or any interest group.

Delegation means the action of speaking or submitting a written statement by a delegate to a Committee, as defined in this Procedure.

Exceptional circumstances means a situation arising where the number of delegations submitted for a committee meeting cannot be accommodated by the agenda. The Chair of the Board of Trustees, in consultation with the Chair of the Committee and the Executive Officer, Governance and Board Services, will determine whether a special meeting of the Committee of the Whole would be required to hear all delegations.

TDSB is the Toronto District School Board.

4.0 RESPONSIBILITY

The Chair of the Board, Chair of a Committee of the Board, in consultation with the Executive Officer, Governance and Board Services.

5.0 APPLICATION AND SCOPE

This Procedure applies to all members of the Board, staff supporting Committee meetings, and members of the public wishing to address a Committee of the Board.

This Procedure sets out the process for delegations at the meetings of permanent, statutory, standing and special (ad-hoc) Committees (as defined under section 3.0).

Delegations will not be heard at Board meetings (except by the Special Education Advisory Committee, as prescribed by Regulation 464/97 under the *Education Act*) but are welcome at the meetings of Committees which report to the Board.

Under exceptional circumstances, delegates may also be heard at a special Committee of the Whole (as described below in section 6.0).

6.0 PROCEDURES

6.1. Subject Matter

Delegates may address a Committee on an item of the agenda or on another matter relevant to the mandate of the Committee.

6.2. Submitting a Request for Delegation

- i. Persons wishing to address a Committee of the Board should submit a delegation request in advance of the Committee meeting.
- ii. In order to accommodate all delegates, the delegation requests are expected to be received in Governance and Board Services by 4:00 p.m. two (2) working days before the meeting. Every effort will be made by Governance and Board Services to post the meeting agendas on the public website three (3) working days before a Committee meeting. If an agenda is posted after the said deadline, the public will be notified and additional time will be provided to submit delegation requests.
- iii. The Chair of the Committee will give consideration to hearing late delegation requests while taking into account the number of delegations already received by the deadline.
- iv. A request for delegation can be submitted via email, by phone, by fax, through regular mail or in person to Governance and Board Services:

- Email: delegations@tdsb.on.ca
- Phone: 416-397-3627
- Fax: 416-393-9969 (with Attention: Written Submission for Consideration by Trustees)
- Mailing address:
 - Governance and Board Services
 - 5050 Yonge Street
 - Toronto, Ontario
 - M2N 5N8
- A request for delegation may be dropped off in-person at the above address to the Reception at the main floor.

v. A request for delegation must include the following information:

- The name of the delegate and, if applicable, the name of the group the speaker represents such as a school council or community group;
- Contact information;
- The name of the Committee, date of the meeting and the agenda item or the matter related to the Committee mandate that the delegate wishes to address;
- A description of the delegation matter.

6.3. Delegation Requirements

- i. Delegates may address a committee in person or provide written submissions.
- ii. All written submissions will be provided to Committee members in advance of the meeting.
- iii. Upon receipt of a delegation request, Governance and Board Services will consult with and assist the delegate to ensure that the delegate's concerns are accommodated most appropriately. The issue may be referred to be heard at a different committee or to a staff member for direct follow-up.
- iv. Delegates are expected to provide input in a respectful and constructive manner.
- v. Delegates are encouraged to voice concerns but shall avoid:
 - use of offensive language
 - negative or derogatory personal references, or
 - cross debate with other delegates, staff or trustees of the Board.
- vi. If, as determined by the Chair of a Committee, the number of oral delegation requests is high, the Chair of the Committee may request that delegates be

contacted and the option be proposed for a delegate to submit a written delegation instead of an oral delegation.

- vii. If, following discussions with the delegates, the Chair of the Committee determines that the number of expected oral delegations is still high, he/she may recommend to the Chair of the Board and the Executive Officer, Governance and Board Services, to invoke the exceptional circumstances provision (as defined in section 3.0) and to call a special meeting of the Committee of the Whole to hear all delegations.
- viii. If it is decided to call a special meeting of the Committee of the Whole to hear delegations, the corresponding agenda item will be deferred from the regular Committee meeting to the special meeting. Governance and Board Services will contact delegates as soon as possible informing them about the change in their delegation meeting time.
- ix. A delegation may be made on a topic only once to any Committee within a 12 month period, unless the subject matter of the delegation has changed substantially.

6.4. Delegations by Staff

Requests for delegation from staff, regardless of topic, will be considered and may be accepted solely at the discretion of the Chair of the Committee in consultation with the Director of Education or his/her designate. It is staff's responsibility to ensure compliance with the TDSB's *Employee Conflict of Interest Policy (P057)*.

Employees making a delegation at a Committee meeting are required to disclose to the Committee the fact that they are employed by the TDSB, confirm that they are not acting on behalf of the TDSB, and confirm that they have read and adhere to the *Employee Conflict of Interest Policy (P057)*.

6.5. Confidential Matters

The Chair of a Committee may determine at the Committee agenda clearance meeting to schedule a delegation in closed session if the matter is deemed to be of a confidential nature (see section 3.0).

6.6. Time Allotted for a Delegation

The length of time allotted for a delegate speaking to a Committee will be up to five minutes. If a delegation involves more than one speaker, the maximum time allotted remains at five minutes. It is the responsibility of the delegates to present according to this timeframe.

Following the delegation, each trustee may ask brief questions for clarification only. The time for both questions and responses will not exceed three minutes per trustee.

6.7. Committee Discussion of the Delegation

Substantive discussion on the matter of the delegation will take place when its corresponding item is reached on the meeting agenda. Speaking time for each trustee will be limited to five minutes, at a time, during the discussion.

If the delegation addressed a matter relevant to the mandate of the Committee, but not an item on the agenda for that meeting, a trustee may move a motion requesting consideration of the matter at another regular meeting of the Committee. Discussion of the matter addressed by the delegation will then take place at that regular meeting of the Committee.

7.0 EVALUATION

This Procedure will be reviewed as required by the Board, at a minimum every four (4) years after effective date.

8.0 APPENDICES

N/A

9.0 REFERENCE DOCUMENTS

- Employee Conflict of Interest Policy (P057)
- *Ombudsman Act*
- Toronto District School Board Bylaws
- Regulation 464/97 under the *Education Act*