



WINDSOR-ESSEX CATHOLIC  
DISTRICT SCHOOL BOARD

## ***BOARD BY-LAWS***

### ***Respecting the Operational Procedures of the Board***

Amended: May 28, 2019 (Section 13.05)

REVISED DOCUMENT: May 28, 2013.

Effective: September 1, 2013

*“Learning together in faith and service”*



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Amended: May 28, 2019 (Section 13.05)  
Approved by Ministry appointed Supervisor: May 31, 2013, effective September 1, 2013  
Revised: May 28, 2013  
Amended: May 8, 2007  
Amended: January 30, 2007  
Amended: March 9, 2004  
Amended: September 25, 2001  
Amended: June 22, 1999  
Amended: May 25, 1999  
Amended: May 11, 1999  
Amended: April 13, 1999  
Approved by Board: August 25, 1998

## ***Section 1:00 Interpretation/Definitions***

For this By-Law and all other By-Laws unless the context otherwise requires:

- 1:01 the singular includes the plural;
- 1:02 “ACT” means the Education Act, Revised Statutes of Ontario 1990, as amended and any regulations thereunder;
- 1:03 “BOARD” means the Windsor-Essex Catholic District School Board;
- 1:04 “CHAIR” means the Chair of the BOARD;
- 1:05 “COMMITTEE” includes any Committee or Subcommittee established by the BOARD;
- 1:06 “DIRECTOR” means the supervisory officer appointed in accordance with the ACT to fulfill the responsibility of Chief Education Officer, Chief Executive Officer and Secretary to the BOARD;
- 1:07 “MAJORITY” means more than 50%;
- 1:08 “MEETING” includes a meeting of the BOARD, and of COMMITTEES;
- 1:09 “MEMBER” means a person elected or acclaimed or appointed to the office of trustee of the BOARD pursuant to the provisions of the Municipal Elections Act and/or the ACT;
- 1:10 “PRESIDING OFFICER” means a person who chairs a meeting of the BOARD or a COMMITTEE or a person defined as Presiding Officer in Section 2:03;
- 1:11 “SECRETARY” means the DIRECTOR who fulfills the responsibility of Secretary to the BOARD;
- 1:12 “SPECIAL COMMITTEE” is a committee that is established pursuant to Section 4:03;
- 1:13 SPECIAL AND AD HOC SPECIAL COMMITTEES are COMMITTEES that are established pursuant to Section 4:03;
- 1:14 STANDING COMMITTEE is a permanent COMMITTEE of the BOARD;
- 1:15 STATUTORY COMMITTEE is a COMMITTEE of the BOARD established through legislation/regulation (eg. Audit, Special Education Advisory Committee (SEAC), Parent Involvement Committee (PIC));
- 1:16 “STUDENT TRUSTEE” means a person elected as a Student Trustee in accordance with the ACT;
- 1:17 “TREASURER” means the person appointed within the ACT to fulfill the responsibility of Treasurer to the Board;
- 1:18 “TRUSTEE” means a person elected or acclaimed or appointed as a MEMBER of the BOARD;

- 1:19 “VICE-CHAIR” means the Vice-Chair of the BOARD;
- 1:20 “VACANCY” in the position of CHAIR or VICE-CHAIR occurs if the incumbent has resigned from the position, or as defined in the ACT;
- 1:21 “YEAR” means, unless qualified by the word “calendar”, the period commencing on the first day of December, and ending on the last day of November next following.

## ***Section 2:00 Organizational Meeting***

- 2:01  
**DATE** Subject to any statutory requirement, the BOARD, prior to the end of June, shall fix a day and time for an Organizational meeting of the BOARD for that YEAR’s Organizational meeting.
- 2:02  
**PROVINCIAL ELECTION YEAR** The Organizational meeting to be held in the calendar year in which all TRUSTEES are elected at the regular election or acclaimed under the Municipal Elections Act shall be held not later than the 8th day of December at the business office of the BOARD at 7:30 p.m.
- 2:03  
**PRESIDING OFFICER** The PRESIDING OFFICER at the Organizational meeting shall be the Chief Executive Officer of the BOARD until the first of the following persons who is present is elected. The CHAIR upon election to office, if present. In the absence of the CHAIR, the VICE-CHAIR upon election to office, if present. In the absence of the CHAIR and the VICE-CHAIR, a TRUSTEE present whom the TRUSTEES present shall have elected. In the absence of the Chief Executive Officer, a Senior Officer of the BOARD shall be appointed the PRESIDING OFFICER by the TRUSTEES present.
- 2:04  
**PRELIMINARY PROCEEDINGS** The PRESIDING OFFICER shall open the meeting with a prayer and read any apologies. In a year in which TRUSTEES are elected, the PRESIDING OFFICER shall read the returns of any elections, attest that each TRUSTEE has taken a Declaration of Office, call the Roll; and declare the BOARD legally constituted, if a majority of the TRUSTEES have been elected.
- 2:05  
**ELECTION OF CHAIR** The PRESIDING OFFICER shall then proceed with the election of the CHAIR.
- 2:06  
**ELECTION OF VICE-CHAIR** The PRESIDING OFFICER shall then proceed with the election of the VICE-CHAIR.
- 2:07  
**PROCEDURES FOR ELECTION** The PRESIDING OFFICER shall appoint two scrutineers approved by the TRUSTEES.  
  
Every TRUSTEE shall be considered as eligible for nomination for the position of CHAIR and VICE-CHAIR. TRUSTEES who are physically present who wish to stand for election to this office shall rise and declare their candidacy. TRUSTEES who are in attendance by electronic means who wish to stand for election shall declare their candidacy through the electronic medium by which



they are in attendance. Each candidate for office will have an opportunity to address the TRUSTEES for up to three minutes.

A blank ballot shall be distributed to each TRUSTEE physically present and the TRUSTEE will mark the ballot for one candidate. The procedures set out in Section 3.12 shall be followed for TRUSTEES in attendance by electronic means.

The CHAIR, in order to be elected, must receive a majority of the votes cast by TRUSTEES. The candidate(s) receiving the least number of votes on any ballot shall be dropped from succeeding ballots unless this action causes only one name to remain on the ballot. In such a case, one of the candidates receiving the least number of votes in the tie shall be eliminated by lot.

The scrutineers count the ballots and inform the PRESIDING OFFICER of the results. The PRESIDING OFFICER lists the TRUSTEES and the number of votes received until the CHAIR is elected. In the final ballot, where the CHAIR is elected, the Chief Executive Officer announces the name of the CHAIR. However, in the event of an equality of votes on the last ballot, the candidates shall draw lots to fill the position.

A motion to destroy the ballots shall then be put to the assembly.

2:08

**PROCEDURES:  
ELECTION OF  
OTHER  
POSITIONS**

Where elections are required to fill other positions; the procedures of Section 2:07 *Procedures For Election* shall be followed with the necessary changes.

**Section 3:00 Meetings**

3:01

**MEETINGS**

MEETINGS of the BOARD may be Regular, Special, or Emergency. No MEETING shall continue in session past 11:00 p.m., except that a MEETING may be extended beyond the limits otherwise provided if a motion is passed by a majority of votes cast by the TRUSTEES. The appropriate motion will be, "*I move that the Board/Committee continue past 11:00 p.m.*"

In the event circumstances warrant a Regular meeting of the BOARD should be cancelled, such meeting shall be cancelled by the CHAIR, in consultation with the VICE-CHAIR and SECRETARY.

3:02

**REGULAR  
MEETINGS**

Unless otherwise approved by a motion passed by a majority of votes cast by the TRUSTEES or in the event of cancellation under Section 3:01, Regular MEETINGS of the BOARD shall be held at the business office of the BOARD at 7:00 p.m. the evening of the fourth Tuesday in each month, except in the months of March, specifically during March Break, July, August, and December and when regular meetings shall be held at the discretion of the BOARD. If any such Tuesdays fall on a statutory, civic or school holiday, such meeting shall be held at the same hour on the next evening, being Wednesday evening.

**Notice and Agenda of Regular Meetings:** No formal notice of regular MEETINGS of the BOARD shall be required, but an agenda for such meetings shall be circulated to each TRUSTEE and STUDENT TRUSTEE at

least forty-eight (48) hours prior to each MEETING. At the option of the TRUSTEE, the agendas will be delivered via the BOARD's courier service or provided electronically. The agendas are also posted on the BOARD's website the Wednesday prior to the Regular MEETING after 2:30 p.m.

3:03

**SPECIAL MEETINGS**

Special Meetings of the BOARD shall be held at any time determined by resolution of the BOARD at the date, time and place so determined, at the call of the CHAIR, or upon the written request to the SECRETARY of four (4) or more MEMBERS of the BOARD.

**Notice of Special Meetings:** Notice of every special meeting of the BOARD shall be given by delivery of an agenda, to each TRUSTEE and STUDENT TRUSTEE at least forty-eight (48) hours prior to the time of the meeting. The agenda shall include the date, time and place of the Special MEETING.

3:04

**EMERGENCY MEETINGS**

**Authority to Convene:** An Emergency Meeting of the BOARD may be called by the CHAIR or SECRETARY, and in the absence of the CHAIR and SECRETARY, by the VICE-CHAIR.

**Notice of Emergency Meetings:** The form and adequacy of the notice shall be the responsibility of the official calling the meeting. Wherever possible, notice must be given personally or by telephone communication to the place of residence or the place of business/school of each TRUSTEE and STUDENT TRUSTEE. So far as possible, the purpose or purposes for which the meeting is being convened must be disclosed in the notice. The length of notice must be a minimum of three (3) hours and sufficient as to allow all TRUSTEES and STUDENT TRUSTEES to travel from their place of residence or business/school to the meeting place. If the meeting is a public meeting, such public notice as is practicable in the circumstances shall be given.

**Emergency Meeting Business Procedures:** Should there be no quorum present at the time appointed in the notice, TRUSTEES present shall remain present for at least thirty (30) minutes, after which time, if there is still no quorum, the PRESIDING OFFICER may dissolve the meeting. A PRESIDING OFFICER shall be chosen by a motion passed by a majority of the votes cast by the Trustees if the CHAIR and VICE-CHAIR are not in attendance.

By a motion passed by at least two-thirds (2/3) of the votes cast by the TRUSTEES, the TRUSTEES must be satisfied that an emergency does exist and that the means of notice given or attempted to be given to those TRUSTEES and STUDENT TRUSTEES not in attendance has been reasonable given the circumstances. Communication of any short messages from TRUSTEES and STUDENT TRUSTEES notified but not in attendance shall be made to TRUSTEES and STUDENT TRUSTEES in attendance.

The consideration of the emergency for which the meeting was called shall be the sole item of business.

3:05

**COMMITTEE MEETINGS**

Subject to limitations and obligations set out in legislation or Ministerial guidelines, COMMITTEES shall meet initially within two weeks after the COMMITTEE has been appointed; at the call of the SECRETARY, following

consultation with the TRUSTEES of the COMMITTEE if a chair has not been appointed; at the call of the chair of the COMMITTEE; or, at times determined by resolution of the COMMITTEE.

COMMITTEES shall not schedule regular or special meetings on dates or at times that will conflict with dates and times of meetings of any other COMMITTEE or the BOARD.

3:06

**QUORUM FOR MEETINGS OF ALL TRUSTEES**

Subject to the Municipal Conflict of Interest Act and Sections 4:04 and 4:05 of this By-Law, a MAJORITY of the TRUSTEES of the BOARD shall constitute a quorum for meetings of the BOARD. Where a COMMITTEE is composed of all TRUSTEES, a MAJORITY of the TRUSTEES is necessary to constitute a quorum. Where a COMMITTEE is composed of TRUSTEES and/or stakeholders, a MAJORITY of individuals appointed to the COMMITTEE shall constitute a quorum for meetings of the COMMITTEE.

3:07

**LACK OF QUORUM**

If a quorum is not present within thirty (30) minutes (or such longer time as may be agreed upon by the TRUSTEES eligible to vote and present) after the time appointed for any MEETING, the SECRETARY shall record the names of the persons present and the meeting shall stand adjourned, to be reconvened within seven days, at the call of the CHAIR.

In the event that at such reconvened meeting a quorum is not present within thirty (30) minutes (or such longer time as may be agreed upon by the TRUSTEES eligible to vote and present) after the time appointed, the SECRETARY shall record the names of the persons present, such meeting shall stand adjourned and no further meeting need be called or held.

3:08

**QUORUM LOST**

Whenever a quorum is no longer present at a MEETING, the provisions of Section 3:07 *Lack of Quorum* shall apply with necessary modifications.

3:09

**DELEGATIONS**

The BOARD welcomes presentations and submissions that are relevant to the mandate and mission of the BOARD. The following procedures shall be followed:

Any person(s) wishing to appear before the BOARD and speak to an item appearing on the agenda of the BOARD Meeting has until noon the day before the BOARD Meeting to make a request to the SECRETARY. They shall explain briefly the matter on which the presentation is to be made, the organization or interested parties to be represented, the identity, and, if applicable, the authority of the spokesperson. A Delegation Form, located on the BOARD's website, must be completed and forward to the SECRETARY.

**Disposition of Requests:** Upon receipt, the CHAIR and SECRETARY will review the delegation request, and determine whether the presentation will be heard in a Regular MEETING, or referred to a COMMITTEE of the BOARD, or referred to the DIRECTOR to be addressed. If any of the above procedures cannot be followed, the CHAIR may waive these and grant permission for a presentation. This decision will be made in consultation with the SECRETARY. The CHAIR reserves the discretion to defer a request for a presentation.

Following review of the delegation request, the spokesperson for the group (or individual) shall be notified verbally or in writing, of the decision. If approved, written notification will include the meeting date and time, and a copy of the Board By-Laws concerning Delegations.

**Spontaneous Delegation Requests Regarding Items On the Agenda:** In situations involving spontaneous delegation requests during BOARD meetings, the BOARD, by resolution, shall determine if it wishes to hear the delegation, presentation or question.

**Board Discretion:** The CHAIR, may, in his/her absolute discretion, limit the number of delegations, presenters or questioners and/or deny requests where the presenter has previously represented his or her views on the agenda item, or where the proposed presentation is deemed inappropriate or unrelated to an agenda item.

**Spokesperson:** Not more than two persons may be designated to act as spokesperson for any delegation, and no other members of the delegation shall address the BOARD, except by request of a TRUSTEE or STUDENT TRUSTEE and permission of the CHAIR.

**Timelines:** The delegation's presentation shall be limited to the item on the agenda or to the matter on which the petition has been made, and shall be no longer than five (5) minutes. The BOARD may, by resolution, waive the timelines required of delegations, and by resolution extend the time limits for presentation by a delegation. If the delegation is with respect to an in-camera matter, the BOARD's decision shall be by consensus.

**Debate or motions:** TRUSTEES and STUDENT TRUSTEES may put questions for clarification to presenters, but no debate or motions on matters raised by a delegation shall be made at the MEETING in which the presentation is made. Administration may provide brief responses of clarification to questions raised by TRUSTEES and STUDENT TRUSTEES.

3:10

**STUDENT TRUSTEES**

A STUDENT TRUSTEE shall have all the rights, but only the rights with respect to attendance at and participation in MEETINGS of the BOARD or COMMITTEES of the BOARD as are mandated by the ACT, Guidelines established by the Minister of Education under the authority of paragraph 8(1)3.5 of the ACT and the limitations and obligations set out in other legislation or Ministerial guidelines and directives.

3:11

**ELECTRONIC PARTICIPATION IN BOARD MEETINGS**

A TRUSTEE and/or STUDENT TRUSTEE who requests to participate in a MEETING of the BOARD or a COMMITTEE of the BOARD by electronic means and participates by such means in accordance with BOARD policy for the use of electronic means shall be deemed to be present at the MEETING and shall be counted as part of the quorum and shall be entitled to vote on any matter on which he/she is eligible to vote.

Any TRUSTEE and/or STUDENT TRUSTEE who participates in a MEETING by electronic means shall be required to act in accordance with the BOARD By-Laws and Policies and Procedures, and in compliance with the ACT and the Municipal Conflict of Interest Act, as amended.

3:12

**ELECTRONIC PARTICIPATION IN BOARD MEETINGS – VOTING BY SECRET BALLOT**

In cases where a vote is to be conducted by secret ballot in accordance with the BOARD's By-Laws, or the requirements of the ACT or for any other reason, a TRUSTEE and/or a STUDENT TRUSTEE who is eligible to vote on the matter, who is present at the MEETING by electronic means and who chooses to vote, may at the time votes are being cast, cast his or her vote by means of a private telephone conversation with the scrutineer(s) who shall mark the vote on a paper ballot in the same form and manner as though the ballot had been marked in person by the voter, and the ballot shall then be included with the other ballots to be counted. The ballots cast electronically in this manner are subject to the same obligations of confidentiality on the part of the scrutineer(s) as those cast by voters physically present at the MEETING.

**Section 4:00 Committees**

4:01

**COMPOSITION**

The CHAIR shall be responsible for appointing TRUSTEES and STUDENT TRUSTEES to BOARD COMMITTEES and to external Committees if TRUSTEES are to represent the BOARD. COMMITTEES shall elect their chair when and where required, with the exception of the COMMITTEE of the Whole Board, where the VICE CHAIR of the BOARD shall be the CHAIR of that COMMITTEE. The DIRECTOR or designate is responsible for appointing Non-Trustee MEMBERS. The DIRECTOR may appoint resource personnel to work with COMMITTEES, and shall determine the roles, responsibilities, and reporting requirements of the resource personnel.

4:02

**STANDING COMMITTEES**

The BOARD may establish STANDING COMMITTEES. These are permanent COMMITTEES of the BOARD.

4:03

**SPECIAL COMMITTEES/ AD HOC SPECIAL COMMITTEES**

From time to time, the BOARD may establish SPECIAL COMMITTEES for purposes that may be either long-term or ad hoc.

SPECIAL COMMITTEES may be established by resolution of the BOARD. A SPECIAL COMMITTEE, once established by the BOARD and before commencing its work, must develop Terms of Reference no later than 60 days after being established. The Terms of Reference must be approved by the BOARD before the COMMITTEE commences its work.

AD HOC SPECIAL COMMITTEES may be established by resolution of the BOARD to perform a specific mandate with the intention to exist only as long as may be necessary to discharge that function.

**Functions of SPECIAL and AD HOC SPECIAL COMMITTEES:** Unless otherwise provided by resolution, where a SPECIAL COMMITTEE or AD HOC SPECIAL COMMITTEE has been established, it has no powers to bind the BOARD and may only make recommendations directly to the BOARD.

**Dissolution of SPECIAL and AD HOC SPECIAL COMMITTEES:** A SPECIAL and AD HOC SPECIAL COMMITTEE shall be dissolved upon delivery of its final report to the BOARD.

4:04

**RIGHT OF THE CHAIR**

The CHAIR is an ex-officio member of all COMMITTEES. If eligible by law to vote on a matter, the CHAIR, when present, shall have the right to vote at all COMMITTEE meetings, but not be counted in determining the quorum, unless s/he is an appointed or elected member of the COMMITTEE.

4:05

**RIGHT OF VICE-CHAIR**

When delegated by or in the absence of the CHAIR, the VICE-CHAIR shall have all powers of the CHAIR and if eligible by law to vote on a matter. The VICE-CHAIR, when present, shall have the right to vote at all COMMITTEE meetings, but not to be counted in determining a quorum.

4:06

**RIGHT OF TRUSTEES**

All TRUSTEES and STUDENT TRUSTEES shall be entitled to written notice of, to attend and to speak at all MEETINGS of all COMMITTEES composed only of TRUSTEES and STUDENT TRUSTEES. For greater certainty, other than as set out in Sections 4:04 and 4:05 hereof, a TRUSTEE or STUDENT TRUSTEE who attends a MEETING of a COMMITTEE that s/he is not a member of shall not be entitled to vote at that MEETING and will not be counted in determining a quorum.

4:07

**COMMITTEE PROCEDURES**

Each COMMITTEE shall:

- deal only with matters that have been specifically referred to it by the BOARD;
- subject to the approval of the BOARD and subject to the other relevant provisions of the By-Laws, establish procedures for the efficient operations of the COMMITTEE;
- request from the DIRECTOR reports concerning matters that have been referred to it;
- hear delegations concerning matters that have been referred to it; and
- receive and consider communications and petitions within the terms of reference of such COMMITTEE which have been referred by the BOARD.

4:08

**VOTING AT MEETINGS OF COMMITTEES**

If eligible by law to vote on the matter, TRUSTEES and STUDENT TRUSTEES may vote at COMMITTEE meetings at which they are present, as follows:

- in the case of the CHAIR and VICE-CHAIR, in accordance with what is provided in section 4:04 *Right of Chair* and section 4:05 *Right of Vice-Chair*; and
- in the case of a TRUSTEE or STUDENT TRUSTEE appointed or elected to a COMMITTEE, at all meetings of such COMMITTEES.

4:09

**APPOINTMENT and REMOVAL FROM COMMITTEES**

The CHAIR may at any time appoint or remove any TRUSTEE or STUDENT TRUSTEE from any COMMITTEE.

4:10

**FILLING OF VACANCIES ON COMMITTEES**

A vacancy, however caused, which reduces the number of TRUSTEES below the minimum required number of TRUSTEES for a particular COMMITTEE or reduces the number of TRUSTEES below a regular quorum for the COMMITTEE, shall be filled at the earliest practicable time. In any event, not

later than the second meeting after the vacancy occurs.

In the case where a TRUSTEE vacates their position on a COMMITTEE, the CHAIR shall appoint a TRUSTEE or TRUSTEES to fill the vacancy. In the case where a Non-Trustee MEMBER vacates a position, the DIRECTOR or designate is responsible for fulfilling the vacancy.

The DIRECTOR may appoint resource personnel to work with COMMITTEES, and shall determine the roles, responsibilities and reporting requirements of the resource personnel.

4:11

**REFERRAL  
POWER OF  
THE BOARD**

Notwithstanding anything contained in the By-Laws, the BOARD, upon the majority vote of TRUSTEES present and voting on the matter, shall have the power to refer any matter to any COMMITTEE.

4:12

**IN-CAMERA**

For reasons permitted by law, any COMMITTEE, including a Committee of the Whole BOARD may determine that its meeting or part of its meeting shall be closed to the public.

4:13

**IN-CAMERA  
COMMITTEE  
OF THE  
WHOLE  
BOARD**

Regularly scheduled in-camera meetings of the Committee of the Whole BOARD shall be held at the business office of the BOARD at 6:00 p.m. the evening of the second Tuesday in each month, except in the months of March, specifically during March Break, July, August, and December and when regularly scheduled in-camera meetings shall be held at the discretion of the BOARD. If any such Tuesdays fall on a statutory, civic or school holiday, such meeting shall be held at the same hour on the next evening, being Wednesday evening.

Notwithstanding anything else contained in the By-Laws, the Committee of the Whole BOARD:

- shall resolve into in-camera to consider any report of any other COMMITTEE with respect to a matter or matters considered at a meeting of the latter from which the public was properly excluded; and
- may from time to time and at any time, meet in-camera or resolve into in-camera to consider any matter as permitted by the ACT or as required or permitted by any other statute or common law privilege.

Special or Emergency meetings of the Committee of the Whole BOARD closed to the public may be called in the same manner and with the same notice that are applicable for Special or Emergency Meetings of the BOARD (*Sections 3:03 and 3:04*).

4:14

**IN-CAMERA  
MATTERS**

The primary purpose of an in-camera meeting of a Committee of the Whole BOARD is to discuss private and confidential matters as permitted or required in accordance with Section 4:13, including legal opinions and advice on those matters. Electronic recordings or transcriptions of such discussions will not be kept.

Recommendations of the COMMITTEE will be documented. Votes on in-camera matters shall not be recorded.

The following subject matters shall be considered in Committee of the Whole BOARD, in-camera:

- the security of the property of the BOARD;
- the disclosure of intimate, personal or financial information in respect of a TRUSTEE of the BOARD or any member of a COMMITTEE, an employee or prospective employee of the BOARD or a pupil or his/her parent or guardian, e.g.,:
  - personal matters involving inefficiency or unsatisfactory service, discipline of individuals, termination of contracts or personal, social or medical information about employees;
  - suspension, expulsion of individual pupils and readmission of such pupils when BOARD action is required by legislation except where the Statutory Powers Procedures Act, as amended requires a public hearing in connection with any of these matters;
  - indigent pupils;
  - a report of the Special Education Appeal Board;
- appointments, transfer or reassignment of senior administrative staff, principals, vice-principals and coordinators;
- the acquisition or disposal of a school site or other real property;
- decisions in respect of negotiations with employees of the BOARD;
- litigation or potential litigation affecting the BOARD;
- matters permitted or required to be kept private and confidential under the Municipal Freedom of Information and Protection of Privacy Act, or any other statute or regulation; or
- matters of solicitor and client privilege or litigation privilege.

This Section shall apply with necessary modifications to all in-camera meetings of COMMITTEES.

4:15

**IN-CAMERA  
RECOMMEND-  
ATIONS**

Recommendations made in a meeting of the Committee of the Whole BOARD that is closed to the public which require a BOARD resolution to be acted upon, shall be presented as a motion by a mover and a seconder with a vote taken in a meeting with the BOARD open to the public as follows:

*“Moved that the recommendations and direction of the Committee of the Whole Board at its meeting of \_\_\_\_\_, 20\_\_ be approved.”*

4:16

**ATTENDANCE  
AT IN-CAMERA  
MEETINGS**

The DIRECTOR or his/her delegate and members of the Executive Council shall attend in-camera meetings. The BOARD may admit other persons to in-camera meetings.

A person or persons attending in-camera meetings shall withdraw at the direction of the CHAIR or chair of a COMMITTEE when special circumstances warrant.

**Section 5:00 Committee Reports**

5:01

**REPORTING  
AFTER EACH  
MEETING**

After each meeting, every COMMITTEE shall report to the BOARD, either in writing or orally, at the discretion of the BOARD.

5:02

**COMMITTEE  
REPORTS**

Every COMMITTEE report shall contain the following preliminary identifying information:



- the name of the COMMITTEE or Sub-Committee;
- the date of the meeting;
- whether the meeting was a regular or a special meeting;
- the names of the TRUSTEES, STUDENT TRUSTEES, BOARD staff and consultants who were present;
- the names of the COMMITTEE TRUSTEES who were not present;
- under the heading “Disclosure of Interest”
  - the name of each TRUSTEE who disclosed a pecuniary interest in any matter on the Agenda of such COMMITTEE meeting as required by the Municipal Conflict of Interest Act;
  - an identification of the matter in which the TRUSTEE disclosed the interest;
  - if the public was entitled to be present at the MEETING, the general nature of the interest so disclosed; and
  - if the meeting was closed to the public then the fact the TRUSTEE who disclosed a pecuniary interest left the meeting or part of the meeting during which the matter is under consideration.

The substance of each report shall be divided into two parts, set out in the following sequence, and containing the following matters. Part 1 shall contain recommendations for action by the BOARD. Part 2 shall identify all other matters that were placed upon, and approved as part of the Agenda of the COMMITTEE, together with a brief description of the disposition made of such matters by the COMMITTEE.

### ***Section 6:00 Code of Conduct***

6:01

**IN-CAMERA  
CONFIDENT-  
IALITY, CODE  
OF CONDUCT  
AND  
FIDUCIARY  
OBLIGATIONS**

MEMBERS will exercise their power to govern only as TRUSTEES of the corporate body, not as individuals.

MEMBERS and STUDENT TRUSTEES will abide by existing legislation, the By-Laws, policies and procedures established for the BOARD, and their declaration of office.

MEMBERS and STUDENT TRUSTEES will honour confidentiality of matters discussed at in-camera sessions of meetings; honour confidentiality regarding correspondence, reports and other information placed in confidence with members, and maintain their fiduciary obligations.

6:02

**ADOPTION OF  
CODE OF  
CONDUCT**

The BOARD shall adopt a code of conduct that applies to TRUSTEES and STUDENT TRUSTEES.

6:03

**CONTENT OF  
CODE OF  
CONDUCT**

The Code of Conduct shall include the enforcement procedure and sanctions for any breach of the code of conduct. The code of conduct, enforcement procedures and sanctions shall at a minimum comply with the ACT.

6:04

**ANNUAL  
REVIEW**

All TRUSTEES and STUDENT TRUSTEES shall annually review the code of conduct and sign a copy of it confirming that they have received a copy of the code of conduct, read it and agree to abide by it.

## ***Section 7:00 Presiding Officer***

This Section shall apply with necessary modifications to CHAIRS and VICE-CHAIRS of COMMITTEES and COMMITTEE meetings.

7:01

### **PRESIDING OFFICER**

The CHAIR shall preside at all meetings of the BOARD.

The VICE-CHAIR shall preside at the meetings of the BOARD in the absence of the CHAIR.

If at any BOARD meeting the CHAIR and VICE-CHAIR are absent, the TRUSTEES present may elect one of themselves to be CHAIR for that meeting; when such TRUSTEE presides, the absence of the CHAIR and VICE-CHAIR shall be presumed.

Notwithstanding anything set out in this Section 7:00, the PRESIDING OFFICER at the Organizational Meeting shall be determined in accordance with what is set out in Section 2:00.

7:02

### **CONTINUATION IN THE CHAIR**

The VICE-CHAIR (or the TRUSTEE referred to in Section 7:01) shall act as CHAIR of the BOARD meeting for the duration of the meeting or until arrival of the CHAIR (or VICE-CHAIR, as the case requires) and the disposition of the main motion then being debated.

7:03

### **COMMITTEE OF THE WHOLE BOARD IN-CAMERA**

When the Committee of the Whole BOARD shall determine to go into in-camera, the VICE-CHAIR shall preside. In the absence of the VICE-CHAIR, the CHAIR shall preside.

7:04

### **RIGHTS OF THE CHAIR OR PRESIDING OFFICER**

The CHAIR or PRESIDING OFFICER may express an opinion on any main or subsidiary motion on the floor. In such case, if requested by another TRUSTEE on a point of order, the CHAIR or PRESIDING OFFICER shall express no further opinions of the motion on the floor unless he or she vacates the chair until the disposition of the main motion.

7:05

### **CHAIR PRO TEM**

If the CHAIR or PRESIDING OFFICER of a BOARD meeting elects to vacate the chair for any reason, the CHAIR shall call upon a TRUSTEE who is not the mover or seconder of any motion or subsidiary motion on the table (preferably, though not necessarily, a TRUSTEE who has not spoken) to fill the place of the CHAIR until the main motion is disposed of, in the following sequence:

- VICE-CHAIR; and
- another TRUSTEE present.

7:06

### **DECORUM**

The PRESIDING OFFICER may expel or exclude from any MEETING any person who conducts himself/herself improperly or in a disruptive manner at a MEETING.

Improper conduct shall be deemed to include, but not be limited to:

- (a) Any defamatory or demeaning comment or gesture about any person;

- (b) Any personal, disrespectful or inflammatory comment about any person;
- (c) Any refusal to accept the ruling of the CHAIR or PRESIDING OFFICER, subject to the right to appeal the ruling to the entire BOARD.

Any exclusion or expulsion may be continued until the person expelled or excluded has withdrawn and/or apologized for his/her improper conduct.

### **Section 8:00 Agenda**

8:01

**DELIVERY OF AGENDA TO TRUSTEES**

The agenda for every MEETING with appropriate supporting material, shall be delivered to each TRUSTEE and STUDENT TRUSTEE as indicated below:

- for Regular MEETINGS of the BOARD at least forty-eight (48) hours in advance of such a MEETING;
- for Special MEETINGS of the BOARD at least forty-eight (48) hours in advance of such a MEETING;
- for Emergency MEETINGS of the BOARD the purpose of the MEETING will be communicated with notice of the MEETING whether done orally or in some other form.

8:02

**DISTRIBUTION OF AGENDA TO NON-TRUSTEES**

Where a COMMITTEE includes persons who are not TRUSTEES or STUDENT TRUSTEES, the agenda for every meeting that is not closed to the public, and every meeting of the COMMITTEE of which the person is a TRUSTEE, shall be distributed to each such person at least twenty-four (24) hours in advance of such meeting.

8:03

**ITEMS ON THE AGENDA**

Except for Special MEETINGS called by four (4) or more MEMBERS of the BOARD, an agenda of meetings of the BOARD shall be established by the CHAIR, in consultation with the DIRECTOR and VICE-CHAIR. In setting an agenda the following factors shall be considered:

- it results from the report from a COMMITTEE and relates to a matter that has been referred to it by action of the BOARD;
- it is a report from Administration;
- it is pursuant to a notice of motion made by an individual TRUSTEE under the provisions of section 8:05;
- it is a matter that, in the opinion of the SECRETARY, requires action by the BOARD;
- it is recommended to the BOARD by the CHAIR and carried by vote of the BOARD; or
- requests for delegations.

The agenda for a Special MEETING called by four (4) or more TRUSTEES shall consist of the matter for which the TRUSTEES called the Special MEETING.

8:04

**PLACING MATTER ON THE COMMITTEE AGENDA**

No matter shall be placed on the agenda of a MEETING of a COMMITTEE unless the matter was referred by action of the BOARD to the COMMITTEE, and unless:

- it is placed on the agenda by agreement of both the COMMITTEE chair and the Administrative Liaison to the COMMITTEE;

- it is a presentation or delegation with respect to a matter referred to the COMMITTEE by the BOARD and made with the approval of the COMMITTEE, which approval shall be determined without debate; or
- it is placed on the agenda upon the affirmative vote of a majority of the TRUSTEES of the COMMITTEE present and voting.

8:05

**NOTICE OF MOTION**

A TRUSTEE may place a Notice of Motion, regarding any matter with respect to which the TRUSTEE has a right to vote, upon the agenda of the next regularly scheduled meeting of the BOARD, provided such notice of motion:

- shall be made during the Notice of Motions section of a regularly scheduled BOARD meeting;
- shall be in writing;
- may be accompanied by an explanatory notice;
- shall, after its appearance on the agenda, be taken as read unless any TRUSTEE requests that it be read in full;
- shall be read at the regular BOARD meeting prior to the regular BOARD meeting at which it will be considered and shall not be the subject of any debate or comment at the meeting at which it is introduced; and
- shall take the form *“At the next regular scheduled meeting of the Board I shall move or cause to be moved that...”*

8:06

**ORDER OF BUSINESS**

The order of business for regular MEETINGS of the BOARD shall be as follows:

Regular Meeting of the Board, 7:00 p.m.

1. Call to Order
2. Opening Prayer
3. Recording of Attendance
4. Approval of Agenda
5. Disclosure of Interest
6. Presentations
7. Delegations
8. Action Items
  - a. Approval of Minutes
  - b. Items from In-Camera
9. Communications
  - a. External (Associations, OCSTA, Ministry)
  - b. Internal (Reports from Administration)
10. Committee Reports
11. Unfinished Business (includes Deferred and Tabled reports)
12. New Business
13. Notice of Motion
14. Remarks and Announcements
  - a. Chairperson
  - b. Director of Education
  - c. Board Chaplain
15. Remarks/Questions by Trustees
16. Future Board Meetings
17. Closing Prayer
18. Adjourn to Committee of the Whole Board if required
19. Adjournment

8:07

**AGENDA FOR SPECIAL AND EMERGENCY MEETINGS OF THE BOARD / COMMITTEES**

The provisions of *Section 8:06* apply, with necessary variations, to Special MEETINGS of the BOARD and MEETINGS of COMMITTEES.

8:08

**AGENDA FOR MEETINGS FROM WHICH THE PUBLIC IS EXCLUDED**

The provisions of Section 8:06 apply, with necessary variations, to the order of business for MEETINGS of COMMITTEES that are not open to the public.

8:09

**VARIATION**

Variations in the Order of Business prescribed in Sections 8:06, 8:07 and 8:08 shall be permitted with the consent of the majority of TRUSTEES, or MEMBERS of the COMMITTEE, as the case may be, who are present and voting, and such consent shall be ascertained without debate.

***Section 9:00 Rules of Order***

9:01

**BOARD BY-LAWS**

The rules of order to be observed at MEETINGS shall be in accordance with the BOARD's By-Laws, which are valid only insofar as they are consistent with the laws of the Province of Ontario which govern the activities of the BOARD. The most recent edition of *Robert's Rules of Order* shall govern so far as applicable in all matters not provided for by these By-Laws.

9:02

**SUSPENDING THE RULES**

With a vote of at least two-third (2/3) of the MEMBERS of the BOARD present and voting, any of these rules of order may be temporarily suspended.

9:03

**RECOGNITION OF THE CHAIR**

Every TRUSTEE or STUDENT TRUSTEE prior to speaking to any question or motion shall address the CHAIR. After being recognized by the CHAIR, the TRUSTEE or STUDENT TRUSTEE may proceed. When two or more TRUSTEES or STUDENT TRUSTEES speak at the same time, the CHAIR shall name the TRUSTEE or STUDENT TRUSTEE who has the floor.

9:04

**PROTOCOL**

Every TRUSTEE at a MEETING shall follow the protocol as set out below.

No TRUSTEE while speaking shall be interrupted except by a TRUSTEE by a motion that Robert's Rules of Order permit to interrupt a speaker.

A TRUSTEE may require the question or motion in discussion to be read for information at any time during the debate, but not so as to interrupt a speaking TRUSTEE.

Other than the TRUSTEE proposing the question or motion, who shall be permitted to reply as the last speaker, no TRUSTEE shall speak more than once to a specific question, motion or amendment without permission of the BOARD.

No TRUSTEE shall speak longer than a quarter of an hour (15 minutes) on the same question without permission of the BOARD, except in explanation of a material part of a speech which may have been misconceived, and then not to introduce a new matter.

After the question or motion has been put by the CHAIR, no debate shall be allowed, nor shall any other motion be made until the question under discussion has been decided.

9:05

**MOVED AND  
SECONDED**

Although all motions at MEETINGS must be moved before being accepted by the CHAIR, seconding of motions shall be required only at meetings of the BOARD.

9:06

**WITHDRAWAL  
OF MOTIONS**

After a motion is read by the CHAIR it shall be deemed to be in possession of the BOARD. A motion may be withdrawn, with the permission of the CHAIR, for further relevant information and/or background to be included when, in the opinion of the CHAIR, this will serve to clarify the motion.

9:07

**SUBDIVISION  
OF QUESTION**

When a question under consideration contains distinct propositions the vote upon each such proposition shall be taken separately at the request of any TRUSTEE.

9:08

**TO RESCIND**

The BOARD may annul an action it has taken at a previous meeting by a motion to rescind the objectionable resolution, order or other proceeding; and this motion will require an affirmative vote of two-thirds (2/3) of the members present and voting on the matter to pass. A motion to rescind any former action of the BOARD may be made by any MEMBER, provided that a written notice of intention to move the rescission shall have been given at a previous meeting of the BOARD. Once a motion to rescind has been decided in the negative, no further motion to rescind shall be entertained for the next twelve months without the unanimous consent of all trustees present and voting.

9:09

**TO  
RECONSIDER**

The BOARD may set aside a vote taken on a motion in order to re-examine its action if a motion to reconsider is made at the same meeting as the original vote. A TRUSTEE who voted with the prevailing side must move the motion to reconsider. The motion to reconsider will require an affirmative vote of the majority of the MEMBERS present and voting. The reconsideration must occur at the same meeting.

9:10

**RECEIPT OF  
REPORTS**

To “receive and file” denotes that the BOARD receives a report or document without denoting agreement or disagreement.

9:11

**LAY ON THE  
TABLE**

A motion to lay on the table is not debatable; and is used for the purpose of allowing the BOARD or COMMITTEE to deal with some other matter at the same meeting prior to dealing with the matter temporarily laid on the table. A matter laid on the table may be dealt with at the same meeting or at a subsequent meeting.

## Section 10:00 Voting

10:01

### **VOTING**

Every TRUSTEE present at a MEETING, excluding those that have declared an interest as required by the Municipal Conflict of Interest Act or if it is a COMMITTEE meeting and the TRUSTEE is not a member of that COMMITTEE, may vote on all questions on which the TRUSTEE is entitled to vote.

10:02

### **TRUSTEE MUST BE PRESENT**

Subject to Section 10.01, only TRUSTEES present or deemed to be present at a MEETING when a vote is taken shall have the right to vote.

10:03

### **AFFIRMATIVE VOTE REQUIRED**

Except as otherwise provided in these By-Laws or Robert's Rules of Order, at all MEETINGS of the BOARD, every question or motion shall be decided by a MAJORITY of the votes cast on the question or motion by TRUSTEES. This is also expressed as a MAJORITY of the TRUSTEES present and voting. Subject to the Municipal Conflict of Interest Act, a minimum vote of the MAJORITY of the quorum for meetings of the BOARD is necessary to bind the BOARD.

10:04

### **METHODS OF VOTING**

Subject to Section 10:05, every matter considered by the BOARD or a COMMITTEE shall be disposed of by a vote of all those eligible to vote on the matter, in one of the following ways (preference being given in the following sequence with modifications made for electronic means):

- by general (or unanimous) consent, in which the PRESIDING OFFICER exercising discretion, states that the motion will be adopted in the absence of objection;
- by show of hands, in which each person eligible to vote raises the person's hand in response to the requests of the PRESIDING OFFICER for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted;
- by recorded vote, in which each person eligible to vote stands in place in response to the requests of the PRESIDING OFFICER for the votes in the affirmative and in the negative, as the case may be, until the PRESIDING OFFICER has called the name of each person as voting, respectively, in the affirmative, or in the negative; or
- by ballot, in which each person eligible to vote shall mark on a paper provided by the SECRETARY, the person's choice from among the available alternatives, the papers being collected and counted immediately thereafter.

10:05

### **METHOD TO BE USED**

Although the method requested by any person eligible to vote should be used to the extent practicable, the particular method of voting to be used to dispose of any matter shall be governed by the following rules:

- determination by general (or unanimous) consent shall be used only when no person eligible to vote objects or requests another method;
- a recorded vote may be used at any meeting of the BOARD, except for an in-camera meeting, upon the request of any TRUSTEE entitled to vote on the matter, provided that the request is made before the vote is called; and

- voting by ballot shall be used for, and only for, the purposes of the elections as provided in Section 2:00.

10:06

**RIGHT OF THE CHAIR TO VOTE** The CHAIR, unless an interest as required by the Municipal Conflict of Interest Act has been declared, may vote on all questions which as a TRUSTEE, he or she is entitled to vote at any time.

10:07

**VOTE LOST ON EQUALITY** Any motion on which there is an equality of votes is lost.

10:08

**DECLARATION OF RESULT** The PRESIDING OFFICER shall declare the result of all votes.

### ***Section 11:00 Officers and Officials***

11:01

**OFFICERS NAMED** The BOARD empowers the DIRECTOR and designated officers to be signing officers for the BOARD. When deemed advisable by the DIRECTOR, designated officers are given the authority to use plates, bearing their signature, for the purpose of signing. Officers authorized to use plates for signing include the CHAIR, DIRECTOR, Superintendent of Business and TREASURER. When deemed appropriate by the DIRECTOR, any Supervisory Officer employed by the BOARD may be delegated responsibility of signing on behalf of the BOARD.

11:02

**DUTIES OF THE CHAIR** The CHAIR, in addition to those duties assigned under provincial legislation and these By-Laws shall:

- be a signing officer of the BOARD as prescribed in the By-Laws;
- may recommend to the BOARD the establishment of COMMITTEES;
- call Special and Emergency MEETINGS of the BOARD;
- be the official spokesperson for the BOARD, including issuing statements to the public media on behalf of the BOARD; and
- serve as an ex-officio member of all COMMITTEES.

11:03

**DUTIES OF THE VICE-CHAIR** The VICE-CHAIR, in addition to those duties assigned under provincial legislation and the By-Laws, shall:

- in the absence of the CHAIR at a MEETING, or in the event of the inability of the CHAIR to act, assume any or all of the duties of the CHAIR as necessary in the circumstances, except those which are precluded by law, By-Law or regulation;
- be a signing officer of the BOARD as prescribed in the By-Laws; and
- in the event that a vacancy occurs in the office of the CHAIR, at the first regular BOARD meeting after a vacancy occurs, the MEMBERS shall elect one of themselves to be CHAIR.

11:04

**DUTIES OF THE SECRETARY** The SECRETARY, in addition to those duties assigned under the provincial legislation and the By-Laws, shall:

- ensure minutes of all BOARD meetings are kept by the BOARD;



- keep records as required by law and subject to the directions of the BOARD;
- conduct the official correspondence of the BOARD;
- receive and pass on to the BOARD or the relevant COMMITTEE correspondence, petitions and reports;
- prepare, in consultation with the CHAIR, the agenda of all BOARD meetings;
- designate Supervisory Officers to do the same with respect to any COMMITTEES of the BOARD; and
- maintain an up-to-date Policy Register.

11:05

**DUTIES OF THE TREASURER**

The TREASURER, in addition to those duties assigned under provincial legislation and the By-Laws, shall:

- submit to the BOARD annually a statement of estimated revenue and expenditures;
- prepare for submission to the BOARD the annual financial statements and the auditor's report;
- report annually to the BOARD particulars of existing insurance and fidelity bonds expiring during such year with recommendations for renewal; and
- report to the BOARD from time to time and as requested by the BOARD on all financial matters.

11:06

**DUTIES OF THE SUPER-INTENDENT OF BUSINESS**

The Superintendent of Business shall:

- carry out all duties assigned by the DIRECTOR; and
- be a signing officer of the BOARD as prescribed in the By-Laws.

11:07

**DUTIES OF OTHER BOARD OFFICIALS**

The officials of the BOARD and other persons employed or retained by it shall have such duties as may be assigned to them by law, contract and the By-Laws of the BOARD.

***Section 12:00 Execution of Documents***

12:01

**BOARD SEAL**

The Seal of the BOARD shall be in custody of the SECRETARY or Designate who shall be responsible for affixing it to such documents as may be required.

12:02

**SEAL REGISTER**

The SECRETARY or Designate shall keep a record in a special book of the date and the particulars of each use of the seal.

12:03

**SIGNING AUTHORITIES**

All deeds, conveyances, mortgages, bonds, debentures, or other documents as required, shall be sealed with the seal of the BOARD and signed by two of the appropriate signing officers.

12:04

**MINUTES**

The CHAIR or other presiding TRUSTEE and the SECRETARY shall sign the minutes of all BOARD meetings.

12:05

**EXECUTION  
NOT UNDER  
SEAL**

Documents covering matters not required to be executed under the corporate seal of the BOARD, may be signed by the SECRETARY of the BOARD.

***Section 13:00 Finance***

13:01

**BANK SIGNING  
OFFICERS**

The signatures of any two signing officers are required when:

- making, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring all or any cheques, promissory notes, drafts, acceptances, bills of exchange, order for payment of money, contracts for letters of credit and forward exchange; and
- issuing cheques, drafts or orders for payment drawn on the bank accounts of the BOARD.

13:02

**ENDORSE-  
MENT FOR  
DEPOSIT**

The Superintendent of Business, by signature or by rubber stamp endorsement, may negotiate or deposit with or transfer to the bankers for the BOARD, but for the credit only of the account of the BOARD, all or any cheques, promissory notes, drafts, acceptances, bills of exchange and order for the payment of money.

13:03

**ANNUAL  
BUDGET  
PROCESS**

There shall be an annual budget process, commencing no later than February 1<sup>st</sup> of each year that:

- ensures all community partners have opportunities for meaningful participation; and
- requires a balanced budget be approved no later than June 30<sup>th</sup> of each year.

13:04

**IDENTIFY  
SOURCE OF  
FUNDING**

No new program or service shall be implemented, and no existing ones shall be altered, without the approval of the BOARD. Approval shall only be granted if the source of funding for the specific program or service or alteration has been identified by the DIRECTOR as coming from one or more of the following:

- additional grants that are being provided by the Province;
- new revenues raised by the Board;
- savings generated through reductions in other areas; and
- budget surpluses once the accumulated operating and capital deficit have been eliminated.

13:05

**PLAN FOR  
BALANCED  
BUDGET**

The DIRECTOR shall present a plan for a balanced budget as part of the annual budget process.

The budget plan shall include the following:

- an annual contingency amount to be set at a level up to 0.5% of the BOARD's operating allocation for the budget year being approved; and
- provisions for the quarterly reporting of budget variances.

13:06

**EXPENDITURE  
CONSTRAINT  
PLAN**

The DIRECTOR shall present to the BOARD an in-year expenditure constraint plan when quarterly budget forecasts project a year-end operating deficit.

13:07

**ANNUAL  
SYSTEM  
REVIEW AND  
STRATEGIC  
PLANNING**

The DIRECTOR shall facilitate an annual system review and strategic planning process.

13:08

**CAPITAL  
PROGRAMS**

The BOARD shall require the DIRECTOR to develop approved criteria for the prioritization of capital programs in consultation with the Ministry of Education.

To support future capital asset construction or acquisition, the following shall be established, after the capital deficit as at August 31, 2013 is eliminated:

- a) An annual contingency in the budget plan set at no less than 0.5% of the BOARD's operating allocation for the budget year being approved;
- b) A year-over-year accumulation of the annual contingency to a minimum of 2.5% of the BOARD's operating allocation;
- c) A withdrawal of no more than 50% of the accumulated amount in any budget year for approved capital expenditures; and
- d) The replenishment of the accumulated amount in subsequent years.

***Section 14:00 Statutory Committees***

14:01

**APPLICATION  
TO  
STATUTORY  
COMMITTEES**

The provisions of the By-Laws of the BOARD that apply to COMMITTEES shall apply with necessary modifications to STATUTORY COMMITTEES.

***Section 15:00 Amendments to By-Laws***

15:01

**AMENDMENT  
AFTER  
NOTICE**

By-Laws of the BOARD, including any special rules of order contained therein, may be amended from time to time at a meeting of the BOARD upon the affirmative vote of at least two thirds (2/3) of all TRUSTEES of the BOARD present and voting provided:

- written notice of motion proposing the amendment, a copy of the current By-Law, a copy of the By-Law as it will read if the amendment is adopted, and a rationale for the amendment shall have been provided with the Agenda of the MEETING.

15:02

**BY-LAW  
REVIEW**

A By-Law Review Committee consisting of the Chair, Vice-Chair and immediate Past Chair shall review the By-Laws as required.

***Section 16:00 Indemnity By-Law: Municipal Conflict of Interest Act***

16:01

**DATE  
LIMITATION**

Subject to Section 16:02 and provided a MEMBER or officer has acted honestly and in good faith with a view to the best interests of the BOARD, the BOARD may indemnify MEMBERS or officers out of its operating expenses for any damages or costs awarded against such MEMBER or officer or expenses or

costs incurred by them as a result of any action or other proceeding, except a proceeding brought under the Municipal Conflict of Interest Act, arising out of acts or omissions done or made by them in their capacity as MEMBERS or officers, including while acting in the performance of any statutory duty imposed by any general or special legislation or paying any sum required in connection with the settlement of such action or other proceeding and for assuming the cost of defending any such MEMBER in such an action or other proceeding, except this section does not apply to an act or omission that occurred prior to the 15<sup>th</sup> day of December, 1978.

16:02

**INDEMNIFY A MEMBER**

The BOARD may, pursuant to Section 14 of the Municipal Conflict of Interest Act, R.S.O. 1990, Chapter M-50, indemnify a MEMBER out of its operating funds, who has been found not to have contravened Section 5 of that Act for any costs or expenses incurred by the MEMBER as a result of a proceeding brought under that Act, and for paying on behalf of or reimbursing the MEMBER for any such costs or expenses.

16:03

**INDEMNITY**

Notwithstanding anything contained in this By-Law, a MEMBER or officer is entitled to indemnity from the BOARD in respect of charges and expenses reasonably incurred by him/her in connection with the defence of:

- any criminal, civil or administrative action or proceeding to which he/she is made a party by reason of being or having been a MEMBER or officer, if the person seeking indemnity:
  - i. was substantially successful on the merits in his/her defence of the action or proceeding;
  - ii. acted honestly and in good faith with a view to the best interests of the BOARD; and
  - iii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful.

16:04

**INSURANCE**

The BOARD shall purchase and maintain insurance to protect any MEMBER,

- a. who has been found not to have contravened Section 5 of the Municipal Conflict of Interest Act, R.S.O. 1990; against any costs or expenses incurred by the MEMBER as a result of a proceeding brought under that Act, and for paying on behalf of or reimbursing the MEMBER for any such costs or expenses; and to protect any MEMBER or officer; and
- b. against risks that may involve liability on the part of such MEMBER or officer for paying any damages or costs awarded against any such MEMBER or officers or expenses incurred by them as a result of any action or proceedings, except a proceeding brought under the Municipal Conflict of Interest Act, R.S.O. 1990 and the MEMBER was found to have contravened Section 5 of that Act, arising out of acts or omissions done or made by them in their capacity as MEMBERS or officers, including while acting in the performance of any statutory duty imposed by any general or special legislation or by paying any sum required in connection with the settlement of such an action or other proceeding and for assuming the cost of defending any such MEMBER or officer in such an action or proceeding, except where the liability relates to his/her failure to act honestly and in good faith with a view to the best interests of the BOARD.

16:05

**BY-LAW  
APPLICATION**

This Section 16:00 applies to a person who is a MEMBER or officer of the BOARD at the time the circumstances giving rise to the proceeding occurred but who prior to the settlement or judgment in such action or other proceeding has ceased to be a MEMBER or officer.

***Section 17:00 Inadvertent Contravention of the By-Laws***

17:01

**INADVERTENT  
CONTRA-  
VENTION**

In the event that the BOARD inadvertently contravenes any of the procedural requirements outlined or contained in the BOARD's Constitution, By-Laws, or Articles of Agreement, any decision of the BOARD is not liable to be impeached on the ground that the procedural requirements of the said Constitution, By-Laws, or Articles of Agreement have not been complied with, provided that any condonation by the BOARD of any contravention of the said procedural requirements must be approved by a vote of at least two-thirds (2/3) of the MEMBERS present and voting whereupon such decision of the BOARD shall be deemed to have been made in compliance with the BOARD's Constitution, By-Laws, or Articles of Agreement.