

TORONTO CATHOLIC DISTRICT SCHOOL BOARD BY-LAW NUMBER 175



RELATING GENERALLY TO THE CONDUCT OF ITS AFFAIRS

By-law 175 Enacted by the TCDSB:

These By-laws regulate the powers and responsibilities of the Board, its committees and officers.
as amended at the October 20, 2011 Board meeting.

Further amended at the January 26, 2012 Board meeting - Articles 4.4, 4.19.
Further amended at the February 27, 2012 Board meeting – Article 5.3.

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MISSION

Our Mission

In a school community formed by Catholic beliefs and traditions, our Mission is to educate students to their full potential by providing:

- leadership in the shared responsibility for education that exists among schools, students, families, parishes and the community;
- a safe and welcoming learning environment that is an example of Christian community;
- role models of Gospel values and Catholic doctrines, teachings and beliefs;
- guidance in what students need to learn;
- instruction in the learning process itself;
- religious, academic and technological instruction;
- integration of Catholic, Christian beliefs into the total learning experience; and
- feedback on students' proficiency and performance.

Vision of Our Students

We envision students who:

- are formed in the Catholic faith;
- apply Christian values to life's opportunities, challenges and choices;
- pursue academic excellence;
- demonstrate relevant knowledge and ability;
- display self-esteem and self-respect;
- strive to be the best they can be;
- demonstrate skills for development and maintaining personal and family wellness; and
- demonstrate global perspective and community responsibility.

Vision of TCDSB

To provide students with the qualities they will require, our Vision is a school system that:

- is Christ-centered;
 - is student focused;
 - demonstrates a clear sense of purpose;
 - is visibly and demonstrably Catholic;
 - reflects empowering leadership;
 - applies collaborative decision making;
 - is innovative; and
 - provides role models among all stakeholders for all these qualities.
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BOARD BY-LAWS

These By-laws regulate the powers and responsibilities of the Board, its committees and officers.

ARTICLE 1: INTERPRETATION

1.1 Meaning of Terms

For this By-law and all other By-laws of the Board unless the context otherwise requires:

- 1.1.1 the singular includes the plural and vice versa;
 - 1.1.2 words importing gender shall include all genders;
 - 1.1.3 a reference to a statute refers to that statute, and any regulations or rules issued thereunder, as amended, supplemented or replaced from time to time;
 - 1.1.4 "Board of Trustees" means the board of Trustees of the TCDSB;
 - 1.1.5 "Committee" includes any committee of the Board of Trustees established pursuant to this By-law, and a Subcommittee;
 - 1.1.6 "Deputy Minister" means the Ontario Deputy Minister of Education;
 - 1.1.7 "Director" means the Director of Education;
 - 1.1.8 "Education Act" and "Act" means the *Education Act*, R.S.O. 1990, c.E.2, and includes, where the context requires, the Regulations enacted thereunder;
 - 1.1.9 "Inaugural Meeting" means the regular meeting at which the Chair and the Vice-Chair are elected and members of Committees are appointed in each year;
 - 1.1.10 "Meeting" includes a meeting of the Board of Trustees and a meeting of a Committee;
 - 1.1.11 "Member" when used in Section 10.7, Section 10.14, Article 12 and Article 13, means a person who is a member of the Board of Trustees or a committee, as the case requires, who is entitled to vote at the relevant Meeting;
 - 1.1.12 "Minister" means the Ontario Minister of Education;
 - 1.1.13 "Multi-Year Plan" means the plan developed by the Board of Trustees in accordance with Section 2.1.5;
 - 1.1.14 "Municipal Elections Act" means the *Municipal Elections Act*, 1996, S.O. 1996, c.32 and includes, where the context requires, the Regulations enacted thereunder;
 - 1.1.15 "Presiding Officer" means the person determined to be the presiding officer in accordance with Section 3.5;;
 - 1.1.16 "Private Session" means a meeting from which the public has been excluded in accordance with Section 4.16;
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- 1.1.17 "Public Session" means a meeting from which the public has not been excluded in accordance with Section 4.16;
- 1.1.18 "Roll" means taking attendance by the Chair by way of calling out the names of the Trustees;
- 1.1.19 "Senior Staff" means an employee of the Board of Trustees at or above the level of Superintendent;
- 1.1.20 "Statutory Committee" means any committee that, by law, the TCDSB is required to appoint;
- 1.1.21 "TCDSB" means the Toronto Catholic District School Board;
- 1.1.22 "Trustee" means a person elected, acclaimed or appointed to the office of trustee of the Board of Trustees pursuant to the provisions of the *Education Act* or the *Municipal Elections Act*;
- 1.1.23 "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.

1.2 Committee of the Whole

For the purposes of this By-Law, references in the Act to a committee of the whole board shall be deemed to be references to the Board of Trustees.

1.3 Inadvertent Omission

If and whenever there is an inadvertent error or omission to give or deliver any notice, report or agenda, such inadvertent error or omission shall not affect the validity of any action or thing thereafter undertaken by the Board of Trustees.

ARTICLE 2: DUTIES OF THE BOARD OF TRUSTEES AND OFFICERS

2.1 The Board of Trustees

In addition to any other duties under the Act or this By-law or otherwise, the Board of Trustees shall:

- 2.1.1 promote student achievement and well-being;
 - 2.1.2 effectively use and ensure effective stewardship of the resources entrusted to it for the purposes of delivering effective and appropriate education;
 - 2.1.3 ensure the delivery of effective and appropriate education programs to the TCDSB's pupils;
 - 2.1.4 develop and maintain policies and organizational structures that,
 - 2.1.4.1 promote the goals referred to in clauses 2.1.1 to 2.1.3, and
 - 2.1.4.2 encourage pupils to pursue their educational goals;
 - 2.1.5 monitor and evaluate the effectiveness of policies developed by the Board of Trustees under clause 2.1.4 in achieving the Board of Trustees' goals and the efficiency of the implementation of those policies;
 - 2.1.6 develop a multi-year plan (the "Multi-Year Plan") for three or more school years aimed at achieving the goals referred to in clauses 2.1.1 to 2.1.3;
 - 2.1.7 ensure that the Multi-Year Plan includes measures respecting the allocation of resources to improve student outcomes that fall below outcomes specified in regulations under the *Education Act*;
 - 2.1.8 annually review the Multi-Year Plan with the Director;
 - 2.1.9 have responsibility for hiring of the Director and shall ensure that the employment contract with the Director includes a conflict resolution mechanism for dealing with any potential conflict between the Director and the Board of Trustees;
 - 2.1.10 monitor and evaluate the performance of the Director, or the supervisory officer acting as the Director, in meeting,
 - 2.1.10.1 his or her duties under the Act or any policy, guideline or regulation made under this Act, including duties under the plan referred to in clause 2.1.6, and
 - 2.1.10.2 any other duties assigned by the Board of Trustees;
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2.1.11 respond to any request by the Director regarding the criteria and process for the appointment of any associate or deputy Directors or supervisory officers; and

2.1.12 manage the resources entrusted to it in a manner that upholds public confidence.

2.2 Trustees

In addition to any other duties under the Act or this By-law or otherwise, each Trustee shall:

2.2.1 carry out his or her responsibilities in a manner that assists the Board of Trustees in fulfilling its duties under the Act, the regulations and the guidelines issued under the Act;

2.2.2 attend and participate in meetings of the Board of Trustees, including meetings of Committees of which he or she is a member;

2.2.3 consult with parents, students and supporters of the TCDSB on the Multi-Year Plan;

2.2.4 bring concerns of parents, students and supporters of the TCDSB to the attention of the Board of Trustees;

2.2.5 uphold the implementation of any Board of Trustees resolution after it is passed by the Board of Trustees;

2.2.6 entrust the day to day management of the TCDSB to its staff through the Director;

2.2.7 maintain focus on student achievement and well-being; and

2.2.8 comply with the Board of Trustees' code of conduct.

2.3 Duties of the Director

In addition to any other duties under the Act or the By-laws or otherwise, the Director shall:

2.3.1 annually review with the Board of Trustees the Multi-Year Plan;

2.3.2 ensure that the Multi-Year Plan establishes the TCDSB's priorities and identifies specific measures and resources that will be applied in achieving those priorities and in carrying out its duties under the Act, in particular, its responsibility for student achievement;

2.3.3 implement and monitor the implementation of the Multi-Year Plan;

2.3.4 report quarterly to the Board of Trustees on the implementation of the Multi-Year Plan;

2.3.5 act as Secretary;

- 2.3.6 oversee the day to day management of the TCDSB;
- 2.3.7 have sole responsibility, either directly or indirectly through a designate or designates, for all hiring, monitoring, evaluation and termination, other than the hiring, monitoring, evaluation and termination of the Director including the responsibility to determine what positions are required;
- 2.3.8 establish a process for the hiring of any associate or deputy Director, which process shall include participation of the Chair and up to two other Trustees chosen by the Board of Trustees;
- 2.3.9 collaborate with the Board of Trustees in setting the criteria and process for the appointment of supervisory officers, which criteria shall ensure that the TCDSB's values and vision are reflected;
- 2.3.10 immediately upon discovery bring to the attention of the Board of Trustees any act or omission by the Board of Trustees that in the opinion of the Director may result in or has resulted in a contravention of the Act or any policy, guideline or regulation made under the Act; and
- 2.3.11 if the Board of Trustees does not respond in a timely and satisfactory manner to an act or omission brought to its attention under clause 2.3.10 advise the Deputy Minister or Minister of the act or omission.

2.4 Duties of other Senior Staff and other TCDSB Employees

Senior Staff and other persons employed or retained by the TCDSB shall have such duties as may be assigned to them by law, contract, the By-laws of the Board of Trustees or the Director.

2.5 Officers Named

The officers of the TCDSB shall be:

- 2.5.1 the Chair of the Board of Trustees, who shall be a Trustee;
- 2.5.2 the Vice-Chair of the Board of Trustees, who shall be a Trustee;
- 2.5.3 the Secretary, who shall be the Director;
- 2.5.4 the Treasurer, who shall be the Associate Director, Business Services; and
- 2.5.5 the Honorary Director of Education, who shall be the Archbishop of Toronto.

2.6 Duties of the Chair of the Board of Trustees

In addition to any other duties under the Act or the By-laws or otherwise, the Chair of the Board of Trustees shall:

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- 2.6.1 preside over meetings of the Board of Trustees;
 - 2.6.2 conduct the meetings in accordance with the Board of Trustees' procedures and practices for the conduct of Board of Trustees meetings;
 - 2.6.3 establish agendas for Board of Trustees meetings, in consultation with the Director or supervisory officer acting as the Director;
 - 2.6.4 ensure that members of the Board of Trustees have the information needed for informed discussion of the agenda items;
 - 2.6.5 act as spokesperson to the public on behalf of the Board of Trustees, in consultation with the Director, unless otherwise determined by the Board of Trustees, provided, however, that when there is doubt as to the interpretation of policy, or there is no established policy, the Chair of the Board of Trustees shall seek direction from the Board of Trustees regarding the substance and manner in which the matter is expressed;
 - 2.6.6 convey the decisions of the Board of Trustees to the Director or the supervisory officer acting as the Director;
 - 2.6.7 provide leadership to the Board of Trustees in maintaining the Board of Trustees' focus on its Multi-Year Plan;
 - 2.6.8 provide leadership to the Board of Trustees in maintaining the Board of Trustees' focus on the Board of Trustees' mission and vision;
 - 2.6.9 provide leadership to the Board of Trustees in adhering to the Board of Trustees' Code of Conduct; and
 - 2.6.10 assume such other responsibilities as may be specified by the Board of Trustees.

2.7 Duties of the Vice-Chair of the Board of Trustees

In addition to any other duties assigned under the Act or the By-laws or otherwise, the Vice-Chair shall:

- 2.7.1 in the absence of the Chair of the Board of Trustees, or in the event of the inability of the Chair of the Board of Trustees to act, assume any or all of the duties of the Chair of the Board of Trustees, except those which are precluded by law, By-law or regulation;
 - 2.7.2 perform such other duties as may be prescribed by the Board of Trustees from time to time.
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2.8 Duties of the Secretary

In addition to any other duties assigned under the Act or the By-laws or otherwise, the Secretary, who shall be the Director, shall:

- 2.8.1 attend in person all Meetings of the Board of Trustees and, in person or by delegated representative, Meetings of all Committees;
- 2.8.2 prepare or arrange to have prepared by a delegated representative minutes of all Meetings;
- 2.8.3 keep records or arrange to have kept records as required by law and subject to the directions of the Board of Trustees;
- 2.8.4 conduct the official correspondence on behalf of the Board of Trustees;
- 2.8.5 receive and pass on to the Board of Trustees or the relevant Committee all correspondence, petitions and reports of other officials;
- 2.8.6 prepare, in consultation with the appropriate Chair, the draft agenda of all Board of Trustees and Committee Meetings;
- 2.8.7 maintain an up-to-date policy register;
- 2.8.8 have charge of all correspondence, reports and other documents;
- 2.8.9 promulgate all orders, policies and other directions of the Board of Trustees and other matters in accordance with requirements of the law;
- 2.8.10 bring to the attention of the Board of Trustees any matter in respect of which, in the opinion of the Secretary, it may be necessary or useful for the Board of Trustees to be aware;
- 2.8.11 perform such other duties as may be prescribed by the Board of Trustees from time to time.

2.9 Duties of the Treasurer

In addition to any other duties assigned under the Act or the By-laws or otherwise, the Treasurer shall:

- 2.9.1 submit to the Board of Trustees annually, and quarterly, a statement of estimated revenue and expenditures;
 - 2.9.2 have prepared for submission to the Board of Trustees the annual financial statements and the auditor's report;
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- 2.9.3 report annually to the Board of Trustees particulars of existing insurance and fidelity bonds expiring during such year with recommendations for renewal;
- 2.9.4 report to the Board of Trustees from time to time and as requested by the Board of Trustees on all financial matters;
- 2.9.5 perform such other duties as may be prescribed by the Board of Trustees from time to time.
- 2.10 Code of Conduct
- 2.10.1 The Board of Trustees shall adopt a code of conduct.
- 2.10.2 A member of the Board of Trustees who has reasonable grounds to believe that a member of the Board of Trustees has breached the Board of Trustees' code of conduct may bring the alleged breach to the attention of the Board of Trustees.
- 2.10.3 If an alleged breach is brought to the attention of the Board of Trustees under subsection 2.10.2, the Board of Trustees shall make inquiries into the matter and shall, based on the results of the inquiries, determine whether the member has breached the Board of Trustees' code of conduct.
- 2.10.4 If the Board of Trustees determines under subsection 2.10.3 that the member has breached the Board of Trustees' code of conduct, the Board of Trustees may impose one or more of the following sanctions:
- 2.10.4.1 censure of the member;
- 2.10.4.2 barring the member from attending all or part of a meeting of the Board of Trustees or a meeting of a Committee of the Board of Trustees, which, for the sake of certainty, shall be deemed to be an authorized absence by the member;
- 2.10.4.3 barring the member from sitting on one or more Committees of the Board of Trustees, for the period of time specified by the Board of Trustees.
- 2.10.5 A member of a Board of Trustees who is barred from attending all or part of a meeting of the Board of Trustees or a meeting of a Committee of the Board of Trustees under subsection 2.10.4 is not entitled to receive any materials that relate to that meeting or that part of the meeting and that are not available to members of the public.
- 2.10.6 If a Board of Trustees determines that a member has breached the Board of Trustees' code of conduct under subsection 2.10.3,
- 2.10.6.1 the Board of Trustees shall give the member written notice of the determination and of any sanction imposed by the Board of Trustees;
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- 2.10.6.2 the notice shall inform the member that he or she may make written submissions to the Board of Trustees in respect of the determination or sanction by a date specified in the notice that is at least 14 days after the notice is received by the member; and
- 2.10.6.3 the Board of Trustees shall consider any submissions made by the member in accordance with clause 2.10.6.2 and shall confirm or revoke the determination within 14 days after the submissions are received.
- 2.10.7 If the Board of Trustees revokes a determination under clause 2.10.6.3, any sanction imposed by the Board of Trustees is revoked.
- 2.10.8 If the Board of Trustees confirms a determination under clause 2.10.6.3, the Board of Trustees shall, within the time referred to in that clause, confirm, vary or revoke the sanction.
- 2.10.9 If a sanction is varied or revoked under subsection 2.10.3.
- 2.10.10 Despite subsection 2.10.2 but subject to subsection 2.10.11, the part of a meeting of the Board of Trustees during which a breach or alleged breach of the Board of Trustees' code of conduct is considered may be closed to the public when the breach or alleged breach involves any of the following matters:
- (a) the security of the property of the TCDSB;
 - (b) the disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees or Committee, an employee or prospective employee of the TCDSB 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 TCDSB; or
 - (e) litigation affecting the TCDSB.
- 2.10.11 A Board of Trustees shall do the following things by resolution at a meeting of the Board of Trustees, and the vote on the resolution shall be open to the public:
- 2.10.11.1 make a determination under subsection 2.10.3 that a member has breached the Board of Trustees' code of conduct;
 - 2.10.11.2 impose a sanction under subsection 2.10.4;
 - 2.10.11.3 confirm or revoke a determination under clause 2.10.6.3;
 - 2.10.11.4 confirm, vary or revoke a sanction under subsection 2.10.8.
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- 2.10.12 A member who is alleged to have breached the Board of Trustees' code of conduct shall not vote on a resolution to do any of the things described in paragraphs 1 to 4 of subsection 2.10.11.
- 2.10.13 The passage of a resolution to do any of the things described in paragraphs 1 to 4 of subsection 2.10.11 shall be recorded in the minutes of the meeting.
- 2.10.14 The *Statutory Powers Procedure Act*, R.S.O. 1990, C.S. 22, does not apply to anything done under this section.
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ARTICLE 3: INAUGURAL MEETING

3.1 Date of Inaugural Meeting

Subject to any statutory requirement, the Board of Trustees shall, at or before the last regular meeting in November in each calendar year that is not an election year and in October in an election year, fix a day and time for an Inaugural Meeting of the Board of Trustees for the following Year, provided however that the Inaugural 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. The Director will plan the Inaugural Meeting in consultation with the Chair. The Inaugural Meeting is a regular Meeting of the Board of Trustees.

3.2 Orientation

Each Trustee is expected to participate in an orientation program which generally will commence on the first Saturday after the Inaugural Meeting.

3.3 Service of Dedication of the Roman Catholic Trustee

At or immediately before the commencement of each Inaugural Meeting of the Board of Trustees, all Trustees shall participate in the Service of Dedication of the Roman Catholic Trustee:

3.3.1 in the calendar year in which all Trustees are elected, the Service of Dedication shall take place at the Inaugural Meeting, and shall be, unless and until otherwise provided by resolution, the "Commissioning of Catholic Trustees" substantially in the form set out in Appendix 1; and

3.3.2 in the calendar year other than that in which all Trustees are elected, the Service of Dedication shall take place at the Inaugural Meeting and shall be, unless and until otherwise provided by resolution, the "Rite of Renewal of Trustees" substantially in the form set out in Appendix 2.

3.4 Procedure at Inaugural Meeting

The procedure at the Inaugural Meeting of the Board of Trustees in each year, subject to other By-laws, shall be as set out in Section 3.5 through Section 3.12.

3.5 Presiding Officer at Inaugural Meeting

The Presiding Officer at the Inaugural Meeting shall be:

3.5.1 the Director until the first of the persons below who is present is elected;

3.5.2 the Chair of the Board of Trustees upon election to office, if present;

3.5.3 in the absence of the Chair of the Board of Trustees, the Vice-Chair of the Board of Trustees upon election to office, if present;

3.5.4 in the absence of the Chair of the Board of Trustees and the Vice-Chair of the Board of Trustees, the Trustee present who shall have been elected by the Trustees present to be chair of the Inaugural Meeting.

3.6 Preliminary Proceedings

The Presiding Officer shall,

3.6.1 read memorials and open the meeting with a prayer;

3.6.2 in a Year in which Trustees are elected, read the returns of any elections, following which the newly elected Trustees shall take their places;

3.6.3 in a Year in which Trustees are elected, attest that each Trustee has taken a Declaration of Office and Oath of Allegiance, as required by the *Education Act*;

3.6.4 read apologies and call the Roll;

3.6.5 in a Year in which Trustees are elected, declare the Board of Trustees legally constituted.

3.7 Election of Chair of the Board of Trustees

The Presiding Officer shall then proceed with the election of the Chair of the Board of Trustees, which shall be conducted in accordance with the provisions of Section 3.12.

3.8 Election of Other Officials

The Presiding Officer shall proceed with the election of the Vice-Chair of the Board of Trustees and any other officers being elected, which shall be conducted in accordance with the provisions of Section 3.12.

3.9 Election of Chair and Vice-Chair of Committees

The Presiding Officer shall then proceed with the election of the Chair and Vice-Chair of each Committee as necessary. The election shall be conducted in the manner set out in Section 3.12.

3.10 Other Appointments

The Presiding Officer shall then proceed with the election of persons who are to be appointed to local boards and other organizations, which elections shall be conducted in accordance with the provisions of Section 3.12.

3.11 Further Business

The Presiding Officer shall then deal with any other urgent business of the Board of Trustees.

3.12 Elections

The election of Trustees and others to positions required to be filled by the Board of Trustees shall be conducted by the Presiding Officer as follows:

- 3.12.1 nominations shall be sought, each of which shall be moved and seconded;
 - 3.12.2 after the nominations for the position have been closed and before the vote is taken, each candidate who has not already so declared and in the sequence nominated, shall declare whether or not such candidate will serve;
 - 3.12.3 if there are two or more nominations for any position, the election shall be conducted by secret ballot, provided that, with the agreement of majority of Trustees, a recorded vote may be used pursuant to which the identity of both the Trustee voting and the name of the candidate are recorded and announced;
 - 3.12.4 with the approval of the Board of Trustees, two returning officers shall be appointed, the duties of whom shall include the distribution and counting of the ballots;
 - 3.12.5 after each ballot has been counted in any round of balloting, the name of every candidate receiving no votes, and the name of the candidate otherwise receiving the lowest number of votes shall be dropped, and the balloting shall so continue until a candidate has received a majority of the votes of the Trustees present;
 - 3.12.6 at any time that there are three or more names remaining on a ballot and two or more nominees are tied with the least number of votes, a vote shall be taken to decide which of such tied nominees shall remain on the list of names to be voted upon in the next round of voting;
 - 3.12.7 In the case of an equality of votes between two, or among three or more, candidates for any office or position, during three consecutive ballots, the candidates shall draw lots to fill the office or position.
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ARTICLE 4: MEETINGS

4.1 Seating

At Meetings of the Board of Trustees, the Chair and the Director shall sit in close proximity to each other and, to the extent possible, all Trustees and senior staff shall be seated so as to be visible to the public.

4.2 Regular Meetings of the Board of Trustees

Unless otherwise ordered by special motion, the regular Meeting of the Board of Trustees shall be held at the business office of the TCDSB commencing at 6:00 o'clock in the evening (with respect to any matters to be considered in private) and at 7:00 o'clock in the evening (with respect to all other matters) on the third Thursday in each month, and if any such Thursday falls on a statutory or civic holiday, such meeting shall be held commencing at the same hour on the following Thursday.

A Trustee vacates his or her seat if he or she absents himself or herself without being authorized by resolution entered in the minutes, from three consecutive regular meetings of the Board of Trustees.

A Trustee must be physically present in the meeting room of the Board of Trustees for at least three regular meetings of the Board of Trustees in each 12-month period beginning December 1.

4.3 Special Meetings of the Board of Trustees

Special Meetings of the Board of Trustees shall be held only to consider matters of urgency:

4.3.1 at the call of the Director;

4.3.2 at the call of the Chair;

4.3.3 at the written request of six Trustees on a date fixed by the Director within seven days of receipt of the request; and

4.3.4 where the Chair of the Board of Trustees and the Director are in agreement such meeting may be held with twenty-four (24) hours prior notice delivered to each Trustee.

4.4 Meetings of Committees

Unless otherwise ordered by special motion of the Board of Trustees, Meetings of Standing/Statutory Committees:

4.4.1 shall be held at the business office of the Board of Trustees; and

4.4.2 shall be held commencing at 7:00 p.m.; or such other time as approved by a majority of members of the committee assuming required staff are available.

4.5 Notice of Other Than Required Regular Monthly Meetings

Subject to the provisions of Section 4.1 and Section 4.2, written notice of every special Meeting of the Board of Trustees and of every Meeting of every Committee shall:

4.5.1 be given by delivery to each Trustee at least seventy-two (72) hours prior to the time of the Meeting; and

4.5.2 state all business to be transacted or considered thereat, and notwithstanding any other by-law, no other business shall be considered unless all Trustees who are eligible to vote on the matter are present at the Meeting and unanimously agree thereto.

4.6 Cancellation of Meetings

A Meeting for which a notice is required may be cancelled:

4.6.1 in the case of a Special Meeting of the Board of Trustees called by the Director under Section 4.3.1, if the Director, in the sole and absolute discretion of the Director, deems that the need for such Special Meeting no longer exists;

4.6.2 in the case of a Meeting called under Section 4.3.3, if not less than half of the Trustees at whose request the Special Meeting was called, give a further written request that such Special Meeting be cancelled;

4.6.3 in the case of any other regular or special Meeting, where a polling of Trustees indicates that quorum will not be reached at the allotted time, or in extraordinary circumstances, such as inclement weather, at the call of the Director in consultation with the Chair of the Board of Trustees or Chair of the Committee, as the case may be.

4.7 Automatic Cancellation by Inaugural Meeting

Unless otherwise ordered by special motion of the Board of Trustees, the holding of the Inaugural Meeting of the Board of Trustees as prescribed in Article 3 shall automatically cancel any Meeting that is not fixed in the By-laws of the Board of Trustees.

4.8 Quorum for Meetings of All Trustees

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

4.9 How Quorum Is To Be Counted

Whenever the quorum is or must be counted at a Meeting of the Board of Trustees, and of a Committee where a Committee is composed of all Trustees, the presence of only those Trustees who are in the room where the Meeting is being held shall be included provided, however, that where a Trustee is participating electronically, their attendance will be included for as long as they remain electronically connected to the meeting.

4.10 Quorum for Meetings of Committees

Subject to the provisions of Section 4.8, a majority of Trustees who are members of the Committee eligible to vote shall constitute a quorum for Meetings of a Committee.

4.11 Call to Order

Every Meeting shall be called to order at the hour appointed or as soon thereafter as a quorum is present.

4.12 Lack of Quorum

If a quorum is not present within twenty minutes after the time appointed for any Meeting, the Recording Secretary shall record the names of the Trustees and officials of the Board of Trustees who are present and the Meeting shall stand adjourned.

4.13 Quorum Lost

Subsequent to a meeting being called to order as provided in Section 4.11, whenever a motion is to be discussed or a vote called, the Chair shall ensure there is quorum, and to the extent quorum is no longer present the Chair shall note that fact and the Recording Secretary shall record in the Minutes of the Meeting the names of the Trustees who are present and the Meeting shall stand adjourned.

4.14 Meetings Open to the Public (Public Session)

Subject to the provisions of Section 4.16, each Meeting of the Board of Trustees and of a Committee of the Board of Trustees shall be open to the public, and no person shall be excluded from a Meeting that is open to the public except for improper conduct.

4.15 Conduct at Meetings

No person shall, at any Meeting, refer to any other person, by name, title, position or other means of personal identification, in a negative, critical or derogatory manner. In the event a member of the public engages in behaviour contrary to this section, it shall be the duty of the Chair to advise such person to cease such behaviour, failing which the person shall be evicted from such Meeting.

4.16 Meetings Closed to the Public (Private Session)

A Meeting of the Board of Trustees and of a Committee of the Board of Trustees may be closed to the public when the subject matter under consideration involves:

- 4.16.1 the security of the property of the TCDSB;
- 4.16.2 the disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees or Committee, an employee or prospective employee of the TCDSB or a pupil or the parent or guardian of the pupil;
- 4.16.3 the acquisition or disposal of a school site;
- 4.16.4 decisions in respect of negotiations with employees of the TCDSB; or
- 4.16.5 litigation affecting the TCDSB;

as may be determined from time to time by the Committee or the Board of Trustees, as the case may be. Meetings closed to the public may have individuals in attendance other than Trustees.

4.17 Recess of Meeting by the Chair

At any time, except during the conduct of a vote, the Chair may recess a Meeting for any purpose, including for the purpose of solidifying quorum, for a period of not more than twenty (20) minutes, and for this purpose, may interrupt a speaker.

4.18 Maximum Length of Meeting

No Meeting shall continue in session for more than three hours provided that in the case of a regular Meeting of the Board of Trustees, the beginning of the Meeting for the purposes of this section shall be the beginning of the public session of the Meeting.

4.19 Extension of Length

Notwithstanding Section 4.18 upon the consent of a majority of members eligible to vote who are present, a meeting may be extended without limit beyond the maximum length otherwise provided to complete an item currently on the floor or to deal with a matter on the agenda deemed to be urgent.

Notwithstanding Section 4.18 upon the unanimous consent of all members eligible to vote who are present, a meeting may be extended without limit to deal with any item on the agenda.

4.20 Agenda Review

- 4.20.1 Every Meeting shall at 9:00 p.m., or as soon thereafter as practical, review the outstanding items remaining on the Meeting agenda to determine urgent business requiring action in the current monthly cycle.

4.20.2 At a Meeting of a Committee, the Committee will determine, without debate, which outstanding items should be deferred, or referred to the next Regular Board of Trustees Meeting, or dealt with that evening;

4.20.3 At a Meeting of the Board of Trustees, the Board of Trustees will determine which outstanding items should be deferred or dealt with that evening.

4.21 Minutes of Meetings To Be Kept

A full and correct account of the proceedings of every Meeting shall be kept. Minutes of Meetings shall contain the following information:

4.21.1 the date of the Meeting;

4.21.2 the Meeting number;

4.21.3 whether the Meeting was a regular or special Meeting;

4.21.4 the names of

4.21.4.1 the Trustees,

4.21.4.2 Senior Staff (or delegate, if applicable),

4.21.4.3 external consultants,

4.21.4.4 the TCDSB auditors and TCDSB solicitors,

4.21.4.5 the Recording Secretary, and

4.21.4.6 any other individuals invited to attend

who were present;

4.21.5 a list of those Trustees who were absent; and

4.21.6 under the heading "Disclosure of Interest",

4.21.6.1 the name of each Trustee who disclosed an interest in any matter on the Agenda of such Meeting,

4.21.6.2 an identification of the matter in which the Trustee disclosed the interest,

4.21.6.3 if the public was not excluded from the Meeting, the general nature of the interest so disclosed,

and to the extent an interest is declared later in the Meeting, the matters set out in Sections 4.21.6.1, 4.21.6.1 and 4.21.6.3 shall be recorded as well at the point in the minutes when the declaration was made;

4.21.7 particulars of all matters that were placed upon the Agenda, and the disposition thereof.

ARTICLE 5: COMMITTEES

5.1 Statutory Committees

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

- 5.1.1 Audit Committee;
- 5.1.2 Special Education Advisory Committee (SEAC);
- 5.1.3 Catholic Parent Involvement Committee;
- 5.1.4 Suspension and Expulsion Committee;
- 5.1.5 Supervised Advisory Learning for Excused Pupils Committee (SALEP).

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

5.2 Standing Committees

Standing Committees of the Board of Trustees may be established consistent with the Board of Trustees' obligations under the *Education Act* and these By-Laws to consider policy issues for the Board of Trustees by resolution of the Board of Trustees; such resolution shall define in detail the terms of reference of such Committee, which terms of reference shall not include dealing with the day to day management of the TCDSB.

5.3 Composition of Standing Committees

Membership of Standing Committees shall include all members of the Board of Trustees. To the extent possible the Board of Trustees shall ensure equitable distribution of Trustees on Committees and each Trustee shall sit on a maximum of three Committees. Committee membership shall include TCDSB staff as determined by the Director and other appropriate individuals as determined by the Board of Trustees from time to time.

5.4 Terms of Reference of Standing Committees

To the extent prescribed by the *Education Act* or its Regulations, the terms of reference of each Standing Committee shall be as prescribed and otherwise shall be as determined by the Board of Trustees from time to time.

5.5 Ad Hoc Committees

Ad Hoc Committees of the Board of Trustees may be established consistent with the Board of Trustees' obligations under the *Education Act* and these By-Laws by resolution of the Board of

Trustees; such resolution shall define in detail the terms of reference of such Committee, which terms of reference shall not include dealing with the day to day management of the TCDSB.

5.6 Composition of Ad Hoc Committees

Membership of Ad Hoc Committees shall be a fixed number of Trustees, being no more than one-third of the Board of Trustees. To the extent possible the Board of Trustees shall ensure equitable distribution of Trustees on Committees and each Trustee shall sit on a maximum of three Committees. Committee membership shall include TCDSB staff as determined by the Director and other appropriate individuals as determined by the Board of Trustees from time to time.

5.7 Functions of Ad Hoc Committees

Unless otherwise provided by resolution, where an Ad Hoc Committee has been established:

5.7.1 if relevant, and permitted by law, matters within its terms of reference are removed from the terms of reference of the appropriate Standing Committee until the Ad Hoc Committee is dissolved; and

5.7.2 it shall report, as required, directly to the Board of Trustees.

5.8 Dissolution of Ad Hoc Committees

An Ad Hoc Committee shall be dissolved:

5.8.1 upon the delivery of its final report to the Board of Trustees;

5.8.2 at any time upon a resolution of the Board of Trustees;

5.8.3 at the end of the Year,

whichever first occurs;

provided however that any such Ad Hoc Committee may be reconstituted in a subsequent year.

5.9 Right of the Chair of the Board of Trustees

If eligible by law to vote on a matter, the Chair of the Board of Trustees, when present, shall

5.9.1 be counted in determining quorum; and

5.9.2 have the right to vote,

at all Committee Meetings.

5.10 Right of the Vice-Chair of the Board of Trustees

If eligible by law to vote on a matter, the Vice-Chair of the Board of Trustees, when present, shall:

5.10.1 be counted in determining quorum; and

5.10.2 have the right to vote,

at all Committee Meetings.

5.11 Chairs of Committees

Chairs and Vice-Chairs of Committees shall be determined in accordance with Section 3.9.

5.12 Voting at Meetings of Committees

Members who are eligible to vote, including Trustees, may vote at Meetings at which they are present, as follows:

5.12.1 in the case of the Chair of the Board of Trustees and Vice-Chair of the Board of Trustees, in accordance with what is provided in Section 10 and Section 1; and

5.12.2 in the case of a Trustee appointed or elected to a Committee, at all Meetings of such Committee.

5.13 Resignation from Committees

A member may resign from any Committee at any time by notice in writing to the Chair of the Committee.

5.14 Vacancies on Committees

A vacancy, however caused, on a Committee, or in the office of the Chair or Vice-Chair of any Committee, shall be filled by election by, respectively, the Board of Trustees or the Committee, at the earliest practicable time but in any event not later than the second Meeting after the vacancy occurs.

5.15 Referral Power of the Board of Trustees

Notwithstanding anything contained in the By-laws, the Board of Trustees, upon the majority vote of all Trustees eligible to vote on the matter, shall have the power to refer any matter to any Committee, regardless of the terms of reference of any Committee.

5.16 Committee Procedures

Each Committee may:

- 5.16.1 subject to the approval of the Board of Trustees, and subject to the other relevant provisions of the by-laws, establish procedures for the efficient operation of the Committee;
 - 5.16.2 request from the Director reports concerning matters within its terms of reference; provided that, in the case of Statutory Committees, advance approval of the Board of Trustees shall be required before the Director acts upon the request;
 - 5.16.3 receive reports from any officer of the Board of Trustees concerning matters within its terms of reference;
 - 5.16.4 hear delegations concerning matters within its terms of reference; and
 - 5.16.5 receive and consider communications and petitions addressed to the Board of Trustees on any subject within the terms of reference of such Committee, without first being referred to the Board of Trustees.
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ARTICLE 6: COMMITTEE REPORTS BY WAY OF MINUTES

6.1 Reporting After Each Meeting

Every Committee shall report to the Board of Trustees after each of its Meetings, by way of delivery of the minutes in either approved or unapproved form, segregating matters that have been considered in Public Session from those that have been considered in Private Session.

6.2 Information to be Included

Minutes of Meetings of every Committee shall contain the following information:

6.2.1 the name of the Committee;

6.2.2 the date of the Meeting;

6.2.3 the Meeting number;

6.2.4 whether the Meeting was a regular or special Meeting;

6.2.5 the names of

6.2.5.1 the Trustees,

6.2.5.2 Senior Staff (or delegate, if applicable),

6.2.5.3 external consultants,

6.2.5.4 the TCDSB auditors and TCDSB solicitors, and

6.2.5.5 the Recording / Committee Secretary,

who were present

6.2.6 the names of Committee members who were absent; and

6.2.7 under the heading "Disclosure of Interest",

6.2.7.1 the name of each Trustee who disclosed an interest in any matter on the Agenda of such Meeting,

6.2.7.2 an identification of the matter in which the Trustee disclosed the interest,

6.2.7.3 if the public was not excluded from the Meeting, the general nature of the interest so disclosed,

and to the extent an interest is declared later in the Meeting, the matters set out in Sections 6.2.7.1, 6.2.7.2 and 6.2.7.3 shall be recorded as well at the point in the minutes when the declaration was made;

6.2.8 particulars of all matters that were placed upon the Agenda of the Committee, and the disposition thereof.

6.3 Notation in Minutes Identifying Action and Information Matters

A notation shall be included in the minutes of each Meeting identifying separately matters that contemplate action by the TCDSB, and matters that do not contemplate action by the TCDSB.

ARTICLE 7: FINANCE

7.1 Expenditures Limited to Approved Budget

Subject to the provisions of Section 7.5, all expenditures and orders issued committing expenditures shall be made within current budget estimates in accordance with current purchasing policies, prevailing contracts, agreements, schedules and employment policies with teaching and non-teaching staff.

7.2 Source of Funding to be Specified

No By-law or Resolution of the Board of Trustees that authorizes the expenditure of funds that have not been included in the approved estimates of the TCDSB shall be enacted or passed unless there is contained therein the specific identification of the source (or sources, as the case requires) of funding from:

7.2.1 Provincial grants;

7.2.2 TCDSB reserves; or

7.2.3 borrowed funds,

in any combination, for both the current and subsequent years.

7.3 When Debt Incurred

Whenever it shall be necessary to borrow funds in order to finance any expenditure:

7.3.1 the Board of Trustees shall have previously considered a report from the Treasurer as to the then total annual debt charges for principal and interest and sinking fund charges in respect of all outstanding borrowings of the TCDSB, set out for each year to and including the last year in which debt is projected to be outstanding;

7.3.2 the affirmative vote of a majority of all Trustees entitled to vote shall be required; and

7.3.3 the vote on the By-law or resolution shall be conducted by means of a Recorded Vote as described in Section 13.6.4.

7.4 Maximum Debt Charges

No by-law shall be adopted by the Board of Trustees which shall have the effect of increasing the total annual debt charges for principal and interest and for sinking fund charges to an amount exceeding the lesser of:

7.4.1 ten percent (10%) of the annual current revenue of the TCDSB;

7.4.2 the amount that the Ontario Municipal Board, in accordance with its current practice, would approve upon the application of the TCDSB for the approval thereof, irrespective of whether the TCDSB does so apply.

7.5 Emergency Expenditures

Notwithstanding Section 7.1, in the event of emergencies which require the immediate expenditure of funds for the continued operation of any part of the school system, the Director of Education may authorize the expenditure in accordance with the policy of the TCDSB current at the time;

7.5.1 Provided however that such expenditure shall be reported at the next regular Meeting of the Board of Trustees.

7.6 Bonding

The TCDSB shall provide for the bonding of officers and employees, as necessary.

ARTICLE 8: RULES OF ORDER

8.1 Rules at Meetings of the Board of Trustees

The rules of order to be observed at Meetings of the Board of Trustees shall be in accordance with the provisions of these By-laws.

8.2 Rules at Meetings of Committees

As far as practical, the rules of the Board of Trustees shall be observed at Meetings of all Committees.

8.3 Robert's Rules of Order

In all cases for which no specific provision is made in these By-laws, the rules and practice of the most recent version of Robert's Rules of Order, Newly Revised shall govern so far as applicable. The edition of Robert's Rules to be used may be changed from time to time by a resolution of the Board of Trustees.

ARTICLE 9: PRESIDING OFFICER

9.1 Presiding Officer at Inaugural Meeting

Notwithstanding anything set out in this Article 9, the Presiding Officer at the Inaugural Meeting shall be determined in accordance with what is set out in Article 3.

9.2 Chair to Preside

The Chair (of the Board of Trustees, or a Committee, as the case may be) shall preside at all Meetings at which the Chair is present.

9.3 When Vice-Chair to Preside

The Vice-Chair (of the Board of Trustees, or a Committee, as the case may be) shall preside in the absence of the Chair; when the Vice-Chair presides, the absence of the Chair shall be presumed.

9.4 When Other Trustee to Preside

If at any Meeting the Chair and Vice-Chair (of the Board of Trustees, or a Committee, as the case may be) 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.

9.5 Continuation in the Chair

The Vice-Chair or the Trustee referred to in Section 9.4 shall act as chair of the 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.

9.6 Chair Permitted to Speak

In the interest of facilitating the discussion of a motion before the Board of Trustees, the Chair may frame the context or background of the motion and the parameters of the discussion around the motion. In the event the Chair wishes to express a personal opinion on any main or subsidiary motion on the floor, the Chair shall leave the chair in order to participate in the discussion.

9.7 Chair Pro Tem

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

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- 9.7.1 Vice-Chair if that person has not spoken;
 - 9.7.2 another member present if that person has not spoken;
 - 9.7.3 Vice-Chair even if that person has spoken;
 - 9.7.4 another member present even if that person has spoken.
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ARTICLE 10: AGENDA AND ORDER PAPER

10.1 Delivery of Draft Meeting Agenda to Trustees

The Chair (of the Board of Trustees, or a Committee, as the case may be), in consultation with the Director, shall establish the agenda for every Meeting. The draft Agenda for every Meeting shall be delivered to each Trustee seventy two (72) hours in advance of such Meeting. The Agenda may be delivered electronically.

10.2 Delivery of Draft Meeting Agenda to non-Trustees

Where a Committee includes persons who are not Trustees, the draft Agenda for every Meeting that is not closed to the public, and every Meeting of the Committee of which the person is a member, together with notice or reminder of such Meeting (as the case may be), shall be delivered to each such person seventy two (72) hours in advance of such Meeting.

10.3 Items on Order Paper of a Meeting of a Board of Trustees

No matter shall be placed on the draft Agenda or Order Paper of a Meeting of the Board of Trustees:

- 10.3.1 unless it is a matter that is referred to the Board of Trustees by a Committee;
 - 10.3.2 unless the Committee having cognizance of the matter has delivered its approved or unapproved minutes as prescribed in Article 6, and a written copy thereof has been delivered to each Trustee not less than seventy two (72) hours before the Meeting;
 - 10.3.3 unless it is a Notice of Motion as prescribed in Section 10.6;
 - 10.3.4 unless the matter is one for which Notice of Motion has been given at a prior Meeting of the Board of Trustees;
 - 10.3.5 unless it is a presentation given with the approval of the Board of Trustees, which approval shall be determined without debate;
 - 10.3.6 unless it is a communication for receipt, referral, or both receipt and referral, and a written copy thereof has been delivered to each Trustee not less than seventy two (72) hours before the Meeting;
 - 10.3.7 unless it is an inquiry or miscellaneous item as prescribed in Section 10.13;
 - 10.3.8 unless with the majority affirmative vote of all Trustees eligible to vote on the matter;
or
 - 10.3.9 unless it is a matter that, in the opinion of the Director, requires action by the Board of Trustees as a matter of urgency.
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10.4 Placement Where Considered by Two or More Committees

Whenever the same matter has been considered by two or more Committees, or has been included in two or more Categories, the motions relating thereto shall be placed on the Draft Agenda and Order Paper so that the disposition of all Committees on the matter may be considered at the same time.

10.5 Placing Matter on Agenda of a Committee

No matter shall be placed on the draft Agenda or Order Paper of a Meeting of a Committee unless the matter is within the terms of reference of the Committee, and unless

- 10.5.1 it is contained in the approved or unapproved minutes of its Sub-Committee, or is a report of Board of Trustees officials or the Director or Board of Trustees representatives;
- 10.5.2 or it is a Trustee Matter (submitted by a Trustee)/Notice of Matter (submitted by a member of a Committee other than a Trustee) as prescribed in Section 10.7; and
- 10.5.3 the person giving the notice, if not a Trustee, is a member of the Committee; or
- 10.5.4 the person giving the notice, being a Trustee, has the right to vote at a Meeting of the Board of Trustees with respect to such matter;
- 10.5.5 or it is a presentation or delegation, for receipt, referral, or both receipt and referral, made with the approval of the Committee, which approval shall be determined without debate;
- 10.5.6 or it is a communication for receipt, referral, or both receipt and referral;
- 10.5.7 or it is an inquiry or miscellaneous item as prescribed in Section 10.14;
- 10.5.8 or it is placed on the Order Paper upon the affirmative vote of a majority of all members of the Committee eligible to vote on the matter.

10.6 Notice of Motion for a Board of Trustees Meeting

A Trustee may place a Notice of Motion, regarding any matter with respect to which the Trustee has a right to vote, upon the Draft Agenda and Order Paper of a Meeting of the Board of Trustees; such Notice of Motion:

- 10.6.1 shall be wholly in writing;
 - 10.6.2 shall have a seconder;
 - 10.6.3 may be accompanied by an explanatory notice;
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- 10.6.4 shall be delivered to the Secretary of the Board of Trustees before the Board of Trustees Meeting;
 - 10.6.5 shall, if it does not appear in writing on the Order Paper, be read in full;
 - 10.6.6 may be referred by resolution of the Board of Trustees to the appropriate Committee; and
 - 10.6.7 shall not be the subject of any debate or comment at the Meeting at which it is introduced.

10.7 Member of a Committee Placing Matter on Agenda of Meeting

A Trustee, or member of a Committee who is not a Trustee, may place on the Draft Agenda of a Meeting of a Committee any matter within the terms of reference of such Committee, and with respect to which the Trustee, or member of a Committee who is not a Trustee, has a right to vote at a Meeting of the Committee; notice of such matter:

- 10.7.1 shall be wholly in writing, in the form of a motion to be presented and debated;
- 10.7.2 may be accompanied by an explanatory notice; and
- 10.7.3 shall be delivered to the Secretary of the Board of Trustees seventy two (72) hours before the Committee Meeting.

Provided that:

- 10.7.4 any matter dealing with recommended changes to policy, program or services shall, if adopted, stand referred to staff for a report and to SEAC, where it relates to special education services or delivery, prior to submission to the Board of Trustees for consideration; and
- 10.7.5 the staff report, along with any SEAC response, shall be submitted to the appropriate Committee within sixty days for review prior to submission to the Board of Trustees.

10.8 Order Paper for Regular Meetings of the Board of Trustees

Subject to the provisions of Section 10.4 and Section 10.11, the order of business for regular Meetings of the Board of Trustees that are open to the public shall be as follows:

- 10.8.1 Memorials and Prayer;
 - 10.8.2 Roll Call and Apologies;
 - 10.8.3 Approval of the Agenda;
 - 10.8.4 Notices of Motions;
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- 10.8.5 Declarations of Interest;
 - 10.8.6 Approval and signing of the Minutes of Previous Meetings;
 - 10.8.7 Presentations, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;
 - 10.8.8 Delegations, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;
 - 10.8.9 Consideration of Motions for which previous notice has been given;
 - 10.8.10 Unfinished Business from Previous Meetings;
 - 10.8.11 Matters referred/deferred from Committees/Board;
 - 10.8.12 Reports of Officials for the information of the Board of Trustees;
 - 10.8.13 Reports of Officials Requiring Action of the Board of Trustees which have not been Reviewed by Committee;
 - 10.8.14 Listing of communications, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff;
 - 10.8.15 Inquiries and Miscellaneous, which may be the subject only of a motion for receipt, or a motion of referral to the appropriate Committee or to Staff, or a motion of both receipt and referral to the appropriate Committee or to Staff,
 - 10.8.16 Updating of Pending Items List;
 - 10.8.17 Adjournment.
- 10.9 Deemed Presentation of Minutes

Unless a Trustee otherwise requests prior to the time of the vote to Approve the Agenda, minutes of Meetings of Committees and all reports that are included in the Agenda that becomes the Order Paper by Approval shall be deemed to have been presented to and received by the Board of Trustees.

10.10 Order Paper for Special Meetings of the Board of Trustees and Committees

The provisions of Section 10.8 apply, with necessary variations, to Special Meetings of the Board of Trustees, and Meetings of Committees.

10.11 Order Paper for Meetings from Which the Public is Excluded

The provisions of Section 10.8 apply, with necessary variations, to the order of business for Meetings of Committees that are not open to the public.

10.12 Variation

Variations in the order of business prescribed in Section 10.8, Section 10.10 and Section 10.11 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 eligible to vote, and such consent shall be ascertained without debate.

10.13 Inquiries and Miscellaneous Matters for Board of Trustees Meetings

A Trustee may require that a matter be placed on the draft Agenda and the Order Paper of a Meeting of the Board of Trustees at the appropriate place, provided that:

10.13.1 the request is made

10.13.1.1 the matter is one of sufficient urgency that a delay in consideration may prejudice the interests of the Board of Trustees, and the matter is one with which the Board of Trustees itself must deal, or

10.13.1.2 information is sought to be obtained for immediate or later reply; and

10.13.2 when item 10.8.15 "Inquiries and Miscellaneous" is reached on the Order Paper, the matter is identified in sufficient detail to enable the Board of Trustees to determine whether the matter is one of urgency and one with which the Board of Trustees itself must deal, which shall be determined by the affirmative vote of a majority of Trustees present without debate.

10.14 Inquiries and Miscellaneous Matters for Committee Meetings

A Member may require that a matter be placed on the draft Agenda or Order Paper of a Committee at the appropriate place, provided that:

10.14.1 the matter is within the terms of reference of the Committee;

10.14.2 the request is made to the Chair before the draft Agenda for the Meeting becomes the Order Paper by approval, and either:

10.14.2.1 the matter is one of sufficient urgency that a delay in consideration may prejudice the interests of the Board of Trustees and one with which the Committee itself must deal, or

10.14.2.2 information is sought to be obtained for immediate or later reply; and

10.14.3 when item 10.8.15 "Inquiries and Miscellaneous" is reached on the Order Paper, the matter is identified in sufficient detail to enable the Committee to determine whether the matter is one of urgency and one with which the Committee itself must deal, which shall be determined by the affirmative vote of a majority of members of the Committee eligible to vote who are present without debate.

10.15 Reconsideration by the Board of Trustees

Any matter which has been decided upon by the Board of Trustees, for a period of three months thereafter, may be reconsidered by the Board of Trustees only on an affirmative vote of two-thirds of all Trustees of the Board of Trustees entitled to vote thereon and thereafter only on an affirmative vote of a majority of all Trustees of the Board of Trustees entitled to vote thereon, but this shall not preclude the placing on the draft Agenda of a matter to which the provisions of Section 10.16 apply.

10.16 Reconsideration by a Committee

Notwithstanding that the Board of Trustees has not taken the action contemplated in Section 10.15, a matter that is within the terms of reference of a Committee and which has been decided upon by the Board of Trustees, may be reconsidered by the appropriate Committee during the same calendar year upon an affirmative vote to that effect by the majority of members of the Committee entitled to vote thereon.

ARTICLE 11: MOTIONS

11.1 When Must Be Moved and Seconded

All motions at Meetings must be moved and seconded before being accepted by the Chair.

11.2 Debatable Motions to be in Writing

Unless with the prior consent of the Meeting which shall be ascertained without debate, all debatable motions must be in writing except:

11.2.1 where a date, time, single figure or single word is to be added;

11.2.2 where one or more words are to be deleted but without substitution;

11.2.3 motions to

11.2.3.1 adjourn,

11.2.3.2 fix the time of adjournment,

11.2.3.3 take a recess,

11.2.3.4 limit or extend limits of debate,

11.2.3.5 call the question,

11.2.3.6 receipt and/or referral,

11.2.3.7 to hear delegations,

11.2.3.8 adoption of the minutes of the previous meeting,

11.2.3.9 hear inquiries and miscellaneous;

11.2.4 a simple referral without instructions.

11.3 Subsidiary Motions re: Notice of Motion

Except in the case of a Notice of Motion intended to be an Amendment to the By-laws as contemplated in Article 16, an amending motion, or motion to defer consideration to a subsequent Meeting, or a motion to lay on the table, may not be applied to a motion in respect of which Notice of Motion has been previously given, except with the consent of the Trustee who gave such Notice of Motion.

11.4 Motion of Receipt Not Approval

A motion to receive or hear a delegation or presentation, or a motion to receive a communication or other matter shall not be construed as constituting the approval of the Board of Trustees.

11.5 Motions to Call the Question

An equal number of speakers, where available, shall be permitted to speak on two or more points of view on a motion before the question is called.

11.6 Motions "Arising-Out-Of"

On the declaration by the Chair of the result of a vote, and prior to the Chair moving to the next item of business, a Trustee may rise to provide the assembly with pertinent information or to seek clarification on the same or similar subject matter. Motions "arising-out-of" shall be limited to those of receipt and/or referral.

ARTICLE 12: PROTOCOL FOR DEBATE

12.1 Address of the Chair

As much as possible, the Chair of any Meeting shall be addressed in accordance with the preferences of the person occupying the position.

12.2 Member to Await Recognition

When any Member wishes to speak in debate, the Member shall raise a hand and await recognition by the Chair.

12.3 Conduct of Member in Debate

After recognition by the Chair, a Member shall at all times during debate:

12.3.1 maintain a courteous tone;

12.3.2 avoid personalities;

12.3.3 refer to other Members by their last name or their ward;

12.3.4 avoid allusion to motives of other Members;

12.3.5 address all debate, remarks, questions and the like to the Chair; and

12.3.6 confine all remarks, questions and the like to the motion which is the subject of debate.

12.4 Order of Discussion

On any motion, the mover of the motion may speak first and the seconder may speak next. The mover may request to be the last speaker on the motion.

12.5 Time Limit on Speakers

No member shall speak more than once or longer than five (5) minutes on the same motion without the leave of the Meeting, except that the mover of the main motion may, subject to the provisions of Section 11.5 and Section 12.6, have an additional three (3) minutes to reply, provided, however, that a member's time limit shall not include time expended in staff responses and/or procedural discussions.

12.6 Time Limit on Debate

12.6.1 No main motion, including subsidiary motions (if any) that are applied to it, and points of information and answers related to any such main or subsidiary motions (if

any), shall be debated for longer than thirty (30) minutes after it has been put, seconded, and accepted by the Chair of the Board of Trustees, provided, however, that upon a motion (which shall not be debatable) passed by the Board of Trustees, such time limit may be extended for not more than a further fifteen (15) minutes;

12.6.2 Provided further that, although there may be only one fifteen (15) minute extension in effect at any time, there shall be no limit on the number of times that successive motions may be made to extend such time limit.

12.7 Procedure When Time Limit Expires

In the event that a matter has not been disposed of at a meeting within the time limited by Section 12.6, then, notwithstanding anything in the By-laws, the Chair of the Board of Trustees shall call for a motion to call the question; and if such a motion:

12.7.1 is not made; or

12.7.2 if made, is not seconded; or

12.7.3 if made and seconded, is not passed;

the matter shall stand referred back to the appropriate Committee; and for the purpose of this Section 12.7, the Chair of the Board of Trustees shall have the power to interrupt a speaker.

12.8 Interruption of Speaker by Another Member

No Member who does not have the floor shall interrupt a Member who does have the floor except:

12.8.1 on a point of order;

12.8.2 on a question of privilege;

12.8.3 to request permission to withdraw a motion;

12.8.4 to appeal a ruling of the chair;

12.8.5 on a motion to extend the time limit;

and in the event that a Member interrupts a speaker pursuant to the authority given in this section, the Member shall confine all remarks to the particular point.

12.9 Point of Information

A Member may rise on a point of information, that is, a request for information relevant to the matter on the floor but not related to preliminary procedure, only if the Member then speaking

consents to the interruption, in which case the time consumed in responding to the point of information will be included as part of the speaker's allotted time.

12.10 Motion May Be Read

Any Member may require a question under discussion to be read at any time in the debate, but not so as to interrupt any Member while speaking.

12.11 Rulings of the Chair

Whenever the Chair is called upon to decide a point of order or procedure, the Chair shall, before deciding, state the rule applicable to the case, without comment, and the ruling of the Chair shall, subject to the right of appeal provided in Section 12.12, be final and binding.

12.12 Challenges to Rulings of the Chair

Any person entitled to vote on the main motion on the floor may move a motion appealing any ruling of the Chair on a point of order or procedure; such a motion must be seconded and may not be amended and shall be determined by majority vote; the vote on such motion shall be taken without debate, and the result shall be final and binding.

ARTICLE 13: VOTING

13.1 Voting Public

Every vote shall be so conducted that the Chair and all other persons present may observe how each person votes.

13.2 Voting

Every Member present, including the Chair, but excluding those that have declared an interest as required by the *Municipal Conflict of Interest Act*, shall vote on all questions on which the Member is entitled to vote. Those who have declared an interest shall remove themselves from the area in which the vote is being taken. Where the meeting is not open to the public, the Member shall leave the meeting room. Where the meeting is open to the public, the Member may leave the meeting room or may sit in the public gallery (but shall leave the area in which the vote is being taken.)

13.3 Member Must Be Present

Only Members present at the Meeting when a vote is taken shall have the right to vote.

13.4 Affirmative Vote Required

Except as otherwise provided in the *Education Act* or in these By-laws, an affirmative vote shall require a majority of the votes of the Members present and entitled to vote.

13.5 Minimum Number

Any matter on which there are fewer than two Members eligible to vote at a Committee Meeting shall stand referred to the Board of Trustees.

13.6 Methods of Voting

Subject to Section 13.7, every matter considered by the Board of Trustees or a Committee shall be disposed of by a vote of all Members, in one of the following ways (preference being given in the following sequence):

- 13.6.1 by general (or unanimous) consent, in which the Chair, exercising discretion, states that the motion will be adopted in the absence of objection;
 - 13.6.2 by show of hands, in which each Member raises the Member's own hand in response to the requests of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted;
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- 13.6.3 by rising, in which each Member stands in response to the requests of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted;
- 13.6.4 by recorded vote, in which each Member stands in place in response to the requests of the Chair for the votes in the affirmative and in the negative, as the case may be, until the Chair has called the name of each Member as voting, respectively, in the affirmative, or in the negative, or, in the case of selection from three or more alternatives, as voting in succession for one of the alternatives;
- 13.6.5 by ballot, in which each Member shall mark on a paper provided by the Secretary, the Member's choice from among the available alternatives, the papers being collected and counted immediately thereafter;
- 13.6.6 by machine, in which each Member shall indicate the Member's choice from among the available alternatives, in accordance with the operating instructions for the machine.

13.7 Method to be Used

Although the method requested by any Member 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:

- 13.7.1 determination by general (or unanimous) consent shall be used only when no Member objects or requests another method;
- 13.7.2 notwithstanding that a show of hands vote has been called for and has been taken, on the request of any Member (including the Chair), a rising vote shall be taken whenever there is any doubt as to the accuracy of the count on the show of hands;
- 13.7.3 a recorded vote may only be used at a Meeting of the Board of Trustees or Meetings of Committees upon the request of not less than three Members entitled to vote on the matter, provided that the request is made before the vote is called;
- 13.7.4 subject to the proviso contained in Section 3.12.3, voting by ballot shall be used for, and only for, the purposes of the elections as provided in Article 3;
- 13.7.5 voting by machine shall be used only when machines are available for the purpose.

13.8 Use of Voting Machines

Notwithstanding what is otherwise provided in this By-law, where the Board of Trustees makes use of machine or electronic equipment for the purpose of an election, the internal instructions in the machine shall correspond as much as practicable to the requirements for the balloting otherwise prescribed in this Article. Upon completion of the vote, the Presiding Officer, upon

receiving any written printout or upon the machine results being produced on the screen, shall declare the results.

13.9 Vote Lost on Equality

Any motion on which there is an equality of votes is lost.

13.10 Declaration of Result

The Chair shall declare the result of all votes.

13.11 Recording Member's Vote

The vote of a Member on any question may be recorded upon the request of the Member at the time of the vote, and in any event, not later than immediately following the declaration of the result of the vote.

13.12 Division of the Question

At the request of any Trustee made before a vote is called by the Chair, any multiple-part question, each individual part of which is capable of independent implementation, shall be divided and voted upon as if each part were a separate motion.

ARTICLE 14: EXECUTION OF DOCUMENTS

14.1 Board of Trustees Seal

The Seal in the form affixed in the margin hereof shall be the Corporate Seal of the Board of Trustees.

14.2 Affixing Board of Trustees Seal

The Seal of the Board of Trustees shall be in custody of the Secretary who shall be responsible for affixing it to such documents as may be required.

14.3 Seal Register

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

14.4 Signing Authorities

All deeds, conveyances, mortgages, bonds, debentures, approved by the Board of Trustees shall be sealed with the seal of the Board of Trustees and signed by the Director and any one of the associate Directors.

14.5 Minutes

The Chair of the Board of Trustees or other presiding member and the Secretary shall sign the minutes of all Board of Trustees Meetings.

14.6 By-laws

Every By-law, upon adoption, shall be signed by the Chair of the Board of Trustees or the Chair of the Meeting at which it is adopted, and by the Secretary.

14.7 Certification of Documents

All certificates authenticating By-laws, resolutions or extracts of minutes shall be signed by the Chair of the Board of Trustees and the Secretary, and the seal shall be affixed thereto.

ARTICLE 15: BANKING

15.1 Bank Signing Officers

The signatures of two of:

- 15.1.1 the Chair of the Board of Trustees;
- 15.1.2 the Vice-Chair of the Board of Trustees;
- 15.1.3 the Secretary;
- 15.1.4 the Treasurer;

(provided that one of the signatures must be one of Secretary or Treasurer)

are required when:

- 15.1.5 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;
- 15.1.6 issuing cheques, drafts or orders for payment drawn on the bank accounts of the TCDSB.

15.2 Endorsement for Deposit

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

15.3 Signatures by Reproduction

Signatures of persons authorized to sign may be printed, lithographed or otherwise mechanically reproduced as provided by *Education Act*.

ARTICLE 16: AMENDMENTS TO BY-LAWS

16.1 Amendment after Notice

By-laws of the Board of Trustees may be amended from time to time at a Meeting of the Board of Trustees (such Meeting hereinafter referred to as the "later meeting") upon the affirmative vote of two-thirds of all Trustees provided:

- 16.1.1 written notice of motion proposing the amendment shall have been given at a regular meeting held prior to the later meeting;
 - 16.1.2 the text and a brief statement of intended purpose of the amendment shall have been included in the notice of motion;
 - 16.1.3 the text of the amendment as so enacted is substantially the same as either the text set out in the notice of motion or the text as recommended by the appropriate Committee.
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ARTICLE 17: REPEAL OF PRIOR BY-LAWS

17.1 Repeal of Prior By-laws

Subject to the provisions of Section 17.2 and Section 17.3 hereof, all prior By-laws, resolutions and other enactments of the Board of Trustees heretofore enacted or made are repealed.

17.2 Exception

The provisions of Section 17.1 shall not extend to any By-law or resolution heretofore enacted for the purpose of providing to the Board of Trustees the power or authority to borrow.

17.3 Proviso

The repeal of prior By-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-law, resolution or other enactment.

ARTICLE 18: INDEMNIFICATION

18.1 Reimbursement for Costs and Expenses Relating to Municipal Conflict of Interest Proceedings

On the advice of the Director as Chief Executive Officer and Secretary of the Board, and upon receipt of a formal documented request, in consultation with the Board of Trustees, the TCDSB shall pay on behalf of or reimburse, irrespective of any awarded costs, all reasonable costs and expenses, as agreed or taxed, based on the individual merits of each case, and not to be arbitrarily withheld, incurred by a Trustee who has been found not to have contravened section 5 of the *Municipal Conflict of Interest Act R.S.O., c.M.50* as amended.

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