Agenda

Committee of the Whole Meeting

Date:  April 7th, 2014
Time:   6:00 p.m.
Location: Kitchener-Waterloo Art Gallery, 101 Queen St., N., Kitchener

Attendees:

Board of Trustees:

Student Representatives:
Alexandru Gheorghe, Carlos Valero

Senior Administration:
Larry Clifford, Gerry Clifford, David DeSantis, Derek Haime, Maria Ivankovic, Shesh Maharaj, Laura Shoemaker

Special Resource:
Fr. Fred Scinto, CR; John Shewchuk.

Recording Secretary:
Barb Pilsner

ITEM | Who | Agenda Section | Method & Outcome
---|---|---|---
1. Call to Order | Board Chair | -- | 
1.1 Opening Prayer & Memorials | Board Pastoral Team | -- | 
1.2 Approval of Agenda | Board of Trustees | -- | Approval
1.3 Declaration of Pecuniary Interest | Individual Trustees | -- | 
1.3.1 From the current meeting | | | 
1.3.2 From a previous public or in-camera meeting | | | 
2. Consent Agenda: Director of Education (eg: operational matters from the Ministry of Education that the Board is required to do; update on the system) | | | 
2.1 | | | 

*Committee of the Whole In Camera, if necessary, will precede or follow the Board Meeting, as appropriate.*
<table>
<thead>
<tr>
<th>ITEM</th>
<th>Who</th>
<th>Agenda Section</th>
<th>Method &amp; Outcome</th>
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<tr>
<td>3. Consent Agenda: Board (Minutes of meetings)</td>
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<tr>
<td>3.1 Approval of Minutes of Regular and Special Meetings</td>
<td>Trustees</td>
<td>pp. 1-3</td>
<td>Approval</td>
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<td>3.1.1 Minutes of Meeting of Mar 3/14</td>
<td>Trustees</td>
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<td>3.1.2 Items for Action from In-camera meeting of April 7/14 related to Awards</td>
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<td>4. Delegations:</td>
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<td>4.1 VIP Award</td>
<td>Wendy Price</td>
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<td>4.1.1 Emily Masters, Blessed John Paul II</td>
<td>Manuel da Silva</td>
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<td>Presentation</td>
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<td>4.1.2 Melissa Linares, Holy Family</td>
<td>Alexandru Gheorghe</td>
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<td>4.1.3 Casey Baleshta, Olivia Ingle, Elizabeth VanDam, St. Agnes</td>
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<td>4.2 Art Gallery Tour</td>
<td>Nicole Neufeld</td>
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<td>Presentation</td>
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<td>4.3 2014-15 School Year Calendar</td>
<td>David DeSantis</td>
<td>pp. 4-8</td>
<td>Information</td>
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<td>4.4 Student Leadership Conference</td>
<td>David DeSantis</td>
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<td>4.5 Draft Treatment of Staff Survey</td>
<td>Laura Shoemaker</td>
<td>pp. 9-13</td>
<td>Information</td>
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<td>5. Ownership Linkage (Communication with the External Environment related to Board's Annual Agenda; ownership communication)</td>
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<td>6. Reports from Board Committees/Task Forces</td>
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<td>7.1 OCSTA 2014 AGM Resolutions</td>
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<td>8. Policy Discussion (Based on Annual Plan of Board Work)</td>
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<td>10. Assurance of Successful Director of Education Performance</td>
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<td>10.1 Monitoring Reports &amp; Vote on Compliance</td>
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<td>10.2 Advice from the CEO</td>
<td>Larry Clifford</td>
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<td>10.2.1 Areas of Priority (Strategic Alignment)</td>
<td>Larry Clifford</td>
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<td>10.2.2 WCDSB Promotional Postcards</td>
<td>Shesh Maharaj</td>
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<td>Information</td>
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<td>10.2.3 Rural West Waterloo ARC Update</td>
<td>Trustees</td>
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<td>Decision</td>
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<td>10.2.4 Motion to Move to Private, Private, Private</td>
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<td>11. Potential Agenda Items</td>
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<td>12. Announcements</td>
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<td>12.1 The following reports are posted on the Board web page: <a href="http://www.wcdsb.ca">www.wcdsb.ca</a></td>
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<td>a) Minutes of SEAC Meeting</td>
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<td>b) Minutes of Parent Involvement Committee Meeting</td>
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<td>12.2 Upcoming Meetings/Events (all scheduled for the Catholic Education Centre unless otherwise indicated):</td>
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<td>13. Items for the Next Meeting Agenda</td>
<td>Trustees</td>
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<td>14. Adjournment</td>
<td>Director of Education</td>
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<td>Confirm decisions made tonight</td>
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<td>Closing Prayer</td>
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<td>15. Motion to Adjourn</td>
<td>Board of Trustees</td>
<td>Motion</td>
<td>Approval</td>
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**CLOSING PRAYER**

O Risen Lord, you have entrusted us with the responsibility to help form a new generation of disciples and apostles through the gift of our Catholic schools.

As disciples of Christ, may we educate and nurture hope in all learners to realize their full potential to transform God’s world.

May our Catholic schools truly be at the heart of the community, fostering success for each by providing a place for all.

May we and all whom we lead be discerning believers formed in the Catholic faith community; effective communicators; reflective and creative thinkers; self-directed, responsible, life-long learners; collaborative contributors; caring family members; and responsible citizens.

Grant us the wisdom of your Spirit so that we might always be faithful to our responsibilities. We make this prayer through Christ our Lord.

Amen

Rev. Charlie Fedy, CR and the Board of Trustees, 2010
A public meeting of the Committee of the Whole was held Monday, March 3, 2014 at Our Lady of Fatima, 55 Hammet St., Cambridge.

**Trustees Present:**
Joyce Anderson; Wayne Buchholtz; Manuel da Silva; Frank Johnson; Wendy Price; Peter Reitmeier; Greg Reitzel
*attended electronically

**Student Trustees Present:**
Alexandru Gheorghe; Carlos Valero

**Administrative Officials Present:**
Larry Clifford; David DeSantis; Derek Haime; Maria Ivankovic; Shesh Maharaj; Laura Shoemaker

**Special Resources For The Meeting:**

**Regrets:**
Janek Jagiellowicz; Anthony Piscitelli; Gerry Clifford; John Shewchuk; Fr. Fred Scinto

**Absent:**

**Recorder:**
Barb Pilsner, Executive Administrative Assistant

**NOTE ON VOTING:** Under Board by-law 5.7 all Board decisions made by consensus are deemed the equivalent of a unanimous vote. A consensus decision is therefore deemed to be a vote of 9-0. Under Board by-law 5.11 every Trustee “shall vote on all questions on which the Trustee is entitled to vote” and abstentions are not permitted.

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1. **Call to Order:**
The Chair called the meeting to order at 6:10 p.m.

1.1 **Opening Prayer & Memorials**
The opening prayer was led by C. Valero. Intentions were offered for the people of Ukraine and Fr Harry Schmuck.

1.2 **Approval of Agenda**
2014-32 -- It was moved by F. Johnson and seconded by J. Anderson:
THAT the agenda for March 3, 2014 be now approved. --- Carried by consensus.

1.3 **Declaration of Pecuniary Interest**
1.3.1 From the current meeting – NIL
1.3.2 From a previous public or in-camera meeting – NIL

2. **Consent Agenda: Director of Education (e.g. day-to-day operational matters from the Ministry of Education that the board is required to do)**

3. **Consent Agenda: Board of Trustees (Minutes of meetings)**
3.1 **Approval of Minutes of Regular and Special Meetings**
3.1.1 Minutes of meeting of February 10, 2014
2014-33 -- It was moved by J. Anderson and seconded by M. da Silva:
THAT the Consent Agenda Board of Trustees and the recommendations contained therein be now approved. ---

Carried by consensus

4 Delegations

4.1 VIP Awards

4.1.1 G. Reitzel presented the VIP award to Vanessa Filippone, a student at Our Lady of Fatima
4.1.2 F. Johnson presented the VIP award to Lisa Huynh, a student at St. Daniel
4.1.3 C. Valero presented the VIP award to Madzia Omeljaniuk, a student at St. Kateri
4.1.4 P. Reitmeier presented the VIP award to Erin Corbett, a student at St. Margaret

The meeting recessed at 6:31 p.m.
The meeting resumed at 6:36 p.m.

4.2 Our Lady of Fatima Tour

W. Buchholtz welcomed Dave Lynch, principal of Our Lady of Fatima. D. Lynch gave the history of the school. The staff provide students with engaging learning opportunities such as Strong Start Reading, All Star Reading, Grade 3 Skills Builder Program, Gr. 7/8 Homework Club, Athletic teams as well as many other clubs. Professional Learning for staff includes School-based Instructional Rounds, Teacher Learning & Leadership program, Junior Numeracy Network, Intermediate Math Learning and other programs.

Trustees were given a tour of the most recent addition in 2013.

4.3 Special Education Update

L. Shoemaker provided a handout and spoke about the special education visioning committee’s mandate and the goals and action plans.

5. Ownership Linkage (Communication with the External Environment)

6. Actions From Board Committees/Task Forces

7. Board Education (at the request of the Board)

8. Policy Discussion

8.1 OCSTA: Proposed Amended and Restated By-law

Trustees discussed the proposed changes to the By-law. W. Buchholtz will contact M. Gazzola and request a draft copy with the changes highlighted and notations as to what the changes are.

9. Assurance of Successful Board Performance

10. Assurance of Successful Director of Education Performance

10.1 Monitoring Reports & Vote on Compliance

10.1.1

10.2 Advice from the CEO

10.2.1 Areas of Priority (Strategic Alignment)

L. Clifford reported:

Heart of the Community (Nurturing Our Catholic Community)

- Completing last school visit this week and beginning Gr. 12 classroom visits to speak about Catholic Education
- State of the City Address for Waterloo, March 21/14
- United Way Luncheon – March 31/14
- Shrove Tuesday and Ash Wednesday celebration and liturgy at the Board Office
A Place for All (Building Capacity to Lead & Learn)
- Ministry of Education Funding Announcement – St. Anne C and Holy Spirit
- Fraser Report Ratings

Success for Each (Student Achievement & Well Being)
- Physical Education Secondary School Grant
- CODE Grant – 21st Century Teaching and Learning
- Strong Districts and Their Leadership
- Pedometer Challenge at the CEC during Winter Olympics
- Superintendent Supervision for St. Gabriel – Maria Ivankovic
- First Budget Advisory Meeting

11. Potential Agenda Items

12. Announcements
12.1 The following reports are posted on the Board web page: www.wcdsb.ca
   a) Minutes of SEAC Meetings
   b) Minutes of Parent Involvement Committee Meetings

13. Items for the Next Meeting Agenda/Pending Items
13.1 Items for the Next Meeting Agenda

13.2 Pending Items:


The Recording Secretary confirmed the meeting decisions.

15. Motion to Adjourn

2014-34-- It was moved by G. Reitzel and seconded by P. Reitmeier:
THAT the meeting be now adjourned.
The meeting was adjourned by consensus at 8:07 p.m.

Chair of the Board                                        Secretary
Date: April 7, 2014
To: Board of Trustees
From: Director of Education
Subject: School Year Calendar 2014-2015

Type of Report: ☒ Decision-Making
☐ Monitoring
☐ Incidental Information concerning day-to-day operations

Type of Information: ☒ Information for Board of Trustees Decision-Making
☐ Monitoring Information of Board Policy XX XXX
☐ Information only of day-to-day operational matters delegated to the CEO

Origin: (cite Education Act and/or Board Policy or other legislation)
Ministry of Education Regulation 304

Policy Statement and/or Education Act/other Legislation citation:
Policy 1-001

Background/Comments:
Regulation 304 provides that school boards are required to prepare, adopt and submit to the Minister on or before the first day of May, the school year calendar(s) to be followed by the schools in their jurisdiction for the subsequent school year.

For the School Year Calendar, 2014-2015, there are 196 possible school days between September 1, 2014 and June 30, 2015. School Boards are required to identify a minimum of 194 school days, of which five must be designated as mandatory professional activity days and can allow for one discretionary PA day, for a maximum of six PA days. The remaining school days shall be instructional days. Boards may designate up to ten instructional days as examination days.

In the preparation of the 2014-2015 School Year Calendar, representatives from the following groups were asked to provide input:

- OECTA, CUPE, PASS, APSSP, OSSTF, Unifor
- Waterloo Catholic Administrators’ Association
- Learning Services Department
- Senior Administration

Consultation with representatives from WRDSB also took place in the development of the 2014-2015 school year calendar.
The following charts outline Professional Activity Days and Examination Days.

### Elementary P.A. Days 2014-2015

<table>
<thead>
<tr>
<th>Date</th>
<th>Designation</th>
<th>Focus</th>
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<tbody>
<tr>
<td>September 19, 2014</td>
<td>Faith Day</td>
<td>Faith Day</td>
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<tr>
<td>November 7, 2014</td>
<td>½ OECTA – ½ SIPSA</td>
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<tr>
<td>January 30, 2015</td>
<td>Elementary Reporting</td>
<td>Elementary Reporting</td>
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<tr>
<td>February 27, 2015</td>
<td>Ministry Priorities</td>
<td>Ministry Priorities</td>
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<tr>
<td>April 17, 2015</td>
<td>Ministry Priorities</td>
<td>Ministry Priorities</td>
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<tr>
<td>May 29, 2015</td>
<td>Elementary Reporting</td>
<td>Elementary Reporting</td>
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### Elementary Report Card Distribution Dates

<table>
<thead>
<tr>
<th>Report Card Distribution Dates Report</th>
<th>Principal to Request not sooner than:</th>
<th>Report Cards sent home:</th>
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<tr>
<td>Term 1</td>
<td>February 6, 2015</td>
<td>February 20, 2015</td>
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<td>Term 2</td>
<td>June 9, 2015</td>
<td>June 23, 2015</td>
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<td>May 29, 2015</td>
<td>Assessment</td>
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### Secondary School Examination Days

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<tr>
<th>Date</th>
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<tr>
<td>TBD</td>
<td>Student / Parent / Teacher Conference</td>
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<tr>
<td>January 23, 26, 27, 28, 29</td>
<td>Final Evaluations Semester 1</td>
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<tr>
<td>TBD</td>
<td>Student / Parent / Teacher Conference</td>
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<td>June 22, 23, 24, 25, 26</td>
<td>Final Evaluations Semester 2</td>
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Recommendation:
The Board of Trustees approve the 2014-2015 School Year Calendar.

Prepared/Reviewed By: Larry Clifford
Director of Education

*Bylaw 5.2 "where the Board of Trustees receives from the Director of Education a monitoring report that flows from a responsibility delegated to the Director under Board Policy – except where approval is required by the Board of Trustees on a matter delegated by policy to the Board – the minutes of the Meeting at which the Report is received shall expressly provide that the Board has received and approved of the Report as an action consistent with the authority delegated to the Director, subject in all instances to what otherwise actually occurred."
## WATERLOO CATHOLIC DISTRICT SCHOOL BOARD
### School Year Calendar – 2014-2015
#### ELEMENTARY SCHOOLS

**Legend:**
- B – Board Designated Holiday for Students and Teachers
- H – Statutory School Holiday
- P – Professional Activity Day

<table>
<thead>
<tr>
<th>Number of Professional Activity Days</th>
<th>Number of Instructional Days</th>
<th>1st Week</th>
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<td>September 1</td>
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### WATERLOO CATHOLIC DISTRICT SCHOOL BOARD
School Year Calendar – 2014-2015

#### SECONDARY SCHOOLS

**Legend:**
- B – Board Designated Holiday for Students and Teachers
- H – Statutory School Holiday
- P – Professional Activity Day

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<thead>
<tr>
<th>Number of Professional Activity Days</th>
<th>Number of Instructional Days</th>
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**Survey Preview: Test**

Below is a preview of your survey which was generated using the current question set and style. When you are finished previewing, please close this browser window to return to the administration console.

* Position:

Select

Please answer each of the following questions:

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<tr>
<th>Question</th>
<th>Never</th>
<th>Rarely</th>
<th>Sometimes</th>
<th>Often</th>
<th>Always</th>
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<tbody>
<tr>
<td>1. I am proud of the quality of educational services the WCDSB provides to our learners, their families and our community.</td>
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<td>2. Waterloo Catholic District School Board is a great place to work.</td>
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<td>3. I see a desirable future for myself at the WCDSB in terms of personal growth, career path, knowledge/skills development and job satisfaction.</td>
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<td>4. People at the WCDSB have accepted and incorporated the mission of the WCDSB into their practice.</td>
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<td>5. There is a vision of Catholic Education that is regularly articulated by those in leadership roles within the WCDSB.</td>
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<td>6. This vision is held by a critical mass of people at the WCDSB.</td>
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<tr>
<td>7. The WCDSB is strategically-driven. We know where we're going, what we are trying to achieve, and how we are going to get there.</td>
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<td>8. There is a general case for the board's mission and a broad understanding that we need to learn how to work better together.</td>
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<td>9. Senior Administration is decisive and makes timely decisions.</td>
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<td>10. I understand what I am</td>
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http://survey.wcdsb.ca/Surveys/PreviewSurvey.aspx
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<thead>
<tr>
<th>Question</th>
<th>Options</th>
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<tr>
<td>I feel accountable for achieving as a member of the team(s) to which I belong, and as an individual staff member of this Board.</td>
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<tr>
<td>11. Job satisfaction and performance at the WCDSB are enhanced by recognition and rewards.</td>
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<tr>
<td>12. People at this Board treat me with respect.</td>
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<tr>
<td>13. The WCDSB operates with integrity and treats people fairly, honestly and respectfully.</td>
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<tr>
<td>14. There is open, honest communication throughout the WCDSB.</td>
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<tr>
<td>15. Trustees, Senior Administrators, School Administrators, management, unions and staff work co-operatively together to achieve the Board’s goals.</td>
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<tr>
<td>16. I take personal responsibility and accountability for how I behave towards others. I don’t blame. I seek to find solutions.</td>
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<tr>
<td>17. The WCDSB is a learning organization: we use the collective intelligence, knowledge and wisdom of all staff to continuously improve the quality, effectiveness and efficiency of our services.</td>
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<tr>
<td>18. I am practicing the skills of a learning organization - dialogue, systems thinking, visioning, team learning, cooperation, and personal accountability.</td>
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<tr>
<td>19. I have been provided with learning opportunities, thinking tools and processes that enable me to help the WCDSB improve our systems, processes, and structures.</td>
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<tr>
<td>20. At the WCDSB, personal learning and development is the mutual responsibility of the organization and the individual.</td>
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<tr>
<td>21. I have a personal commitment to learning - I know what I need to learn in the coming year, and have a plan and a process to achieve it.</td>
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<td>22. People have sufficient time to step back from day-to-day operations to reflect on what’s happening, and to learn from our mistakes.</td>
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<td>23. My school/team/department regularly provides learning</td>
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<td>WCDSB Surveys</td>
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<td>opportunities for the whole group to learn together and then apply what we learn to the way we function.</td>
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<td>24. Schools/teams/departments at the WCDSB are focused on student achievement, mental health and well-being.</td>
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<tr>
<td>25. At the WCDSB, people have the &quot;safe environment&quot; to speak their minds, thoughts and ideas in a respectful way that lead all conversations to win/win scenarios. There is no fear, threat or repercussion for disagreeing or dissenting.</td>
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<tr>
<td>26. There is demonstrated teamwork throughout the WCDSB.</td>
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<td>27. The Board Office is &quot;in service&quot; to their customers: the schools.</td>
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<td>28. Professional Learning from the Board Office Staff meets the needs of principals/schools/teachers, and support staff.</td>
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<td>29. Professional Learning from the Board Office Staff is job-embedded.</td>
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<td>30. There is willingness at the WCDSB to break old patterns in order to experiment with different ways of organizing and managing daily work that will improve the way we do the things we do.</td>
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<td>31. We currently have the structures and processes in place for people to suggest changes and improvements—and to make them happen.</td>
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<td>32. Mistakes are clearly viewed as positive learning and growth opportunities by the WCDSB.</td>
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<td>33. We plan ahead in order to avoid being reactive in the &quot;crisis management&quot; mode in our department/school.</td>
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<td>34. At the WCDSB Superintendents and the Director are &quot;in service to&quot;, rather than &quot;in control of&quot;, frontline teachers.</td>
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<td>35. At the WCDSB managers are &quot;in service to&quot;, rather than &quot;in control of&quot; frontline teachers.</td>
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<tr>
<td>36. At the WCDSB principals/vice principals are &quot;in service to&quot;, rather than &quot;in control of&quot; frontline teachers.</td>
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<td>37. Superintendents and the Director are providing highly participative processes for</td>
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<td>Question</td>
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<td>developing our vision, creating our future and developing our capacity to transform the Board.</td>
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<td>38. Managers are providing highly participative processes for developing our vision, creating our future and developing our capacity to transform the Board.</td>
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<tr>
<td>39. Principals and vice principals are providing highly participative processes for developing our vision, creating our future and developing our capacity to transform the Board.</td>
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<tr>
<td>40. Superintendents and the Director at the WCDSB are demonstrating skills for facilitation and coaching for high performance school cultures. They help us to solve our own problems, rather than provide us with the answers or dictate the solutions.</td>
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<tr>
<td>41. Principals and vice principals at the WCDSB are demonstrating skills for facilitation and coaching for high performance school cultures. They help us to solve our own problems, rather than provide us with the answers or dictate the solutions.</td>
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<tr>
<td>42. Superintendents and the Director model openness to learning and freely express how they can improve.</td>
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<tr>
<td>43. Principals and vice principals model openness to learning and freely express how they can improve.</td>
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<td>44. In my department/school, effective professional development and regular feedback is provided to help me learn and improve my performance.</td>
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<td>45. In our school/department we think creatively and innovatively instead of driving our thinking through fear and anxiety.</td>
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<td>46. The people with whom I work practice the skill of dialogue – there is an exploration of everyone’s perspectives, deep and respectful listening, and an openness to consider alternative solutions/improvements.</td>
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<tr>
<td>47. People throughout the WCDSB have a common understanding of, and know how to achieve the goals of</td>
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<thead>
<tr>
<th>Question</th>
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<tbody>
<tr>
<td>48. People take personal responsibility and accountability for their</td>
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<td>contribution to problems and focus on solution generation. There is no</td>
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<td>blaming.</td>
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<td>49. At the WCDSB we tell the whole truth and seek to find solutions that</td>
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<td>will work for everyone. We do not engage in manipulative</td>
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<td>communications to support our own self-interest and personal agendas.</td>
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<td>50. There are high levels of trust between Superintendents/ Director</td>
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<td>and principals.</td>
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<td>51. The WCDSB communications (i.e. meetings, newsletters, e-mails,</td>
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<td>twitter, Facebook, website ...) provide me with a good understanding of</td>
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<td>where the Board is heading in the future.</td>
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<td>52. At the WCDSB we are constantly learning how we can create the kind</td>
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<td>of Board that meets our ever changing student community and staff needs.</td>
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<td>53. I have trust and confidence in the WCDSB's Senior Administration of</td>
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<td>the Director, Superintendents and Senior Managers.</td>
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<td>54. The WCDSB supports people in achieving a balance between their work</td>
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<td>and personal life.</td>
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<td>55. I am committed to doing my part to shift my own thinking and</td>
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<td>behaviour and to work collaboratively to achieve our emerging shared</td>
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<tr>
<td>vision for the WCDSB.</td>
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Ontario Catholic School Trustees’ Association

2014 AGM & CONFERENCE

RESOLUTIONS
Explanation of Committee Recommendations

& Resolution Session Procedures

Resolution sessions will be conducted using “Robert’s Rules of Order” and the provisions of the OCSTA Constitution. The chairperson of the session will ensure compliance with their rules.

Explanation of Committee Recommendations

The Conference Committee will study the resolutions and offer recommendations on the best way to meet their intent. The recommendations and their implications are:

i. Approve
   The direction given in the “therefore be it resolved” section of the resolution will be carried out.

ii. Approve and refer to the ..... committee for appropriate implementation.
   The resolution will be forwarded to the designated committee for implementation.

iii. Receive and refer to the ..... committee for study.
    The resolution will be forwarded to the designated committee for study. Following the study and receipt of the committee’s recommendation, the Board of Directors will determine whether or not the resolution will be implemented.

iv. Not approve
   No action will be taken.

v. No recommendation
   The committee is not making any recommendation with respect to the resolution.

vi. No action required
   The intent of the resolution has been met. No further action will be taken.

Resolution Session Procedures

Delegates wishing to speak to a resolution must go to one of the floor microphones and state their name and the name of the board they represent.

The mover of a resolution will have the opportunity to be the first and last to speak to that resolution. Other trustees may speak once to a resolution.

The chairperson may declare a motion out of order giving the reasons for doing so. The chairperson’s decision may be challenged by a majority vote of those voting delegates present at the session when the vote is called.

Voting will be by a show of hands. Delegates carrying proxies must have and show proper identification - i.e. proxy badge. Ballots will be provided in the event that a vote by ballot is called for.

Note Re Quorum: A quorum for the transaction of business at any general meeting of Members shall consist of not fewer than forty (40) individuals entitled to vote, present in person.
**Grouped Resolutions**

a. the chair of the session will ask for a mover and seconder to approve the grouping of various related resolutions.

b. the chair of the session will ask for movers and seconders for the committee recommendation for each group.

c. delegates will vote on the committee recommendation for each group.

Delegates may request that any resolution(s) be removed from a “group” to be handled individually. These will be addressed when the group from which they have been removed has been dealt with.

**Resolutions Handled Individually**

*These will include resolutions removed from the groups, resolutions for which the committee has not made any recommendation and resolutions from the floor.*

**A. Resolutions with committee recommendations**

1. The chair of the session will announce the resolution number and the name of the sponsoring board:
   - the chair will call for the sponsoring board to move and second the committee recommendation;
   - delegates will speak to the committee recommendation;
   - delegates will vote on the committee recommendation.

2. If the sponsoring board does not move the committee recommendation from the floor:
   - the chair will call for the sponsoring board to move their original resolution;
   - delegates will speak to the resolution;
   - delegates will vote on the resolution.

3. If the original resolution is not moved by the sponsoring board, the resolution will be withdrawn.

**B. Resolutions without committee recommendations**

1. These resolutions will be handled as follows:
   - the chair will call for the sponsoring board to move their original resolution;
   - delegates will speak to the resolution;
   - delegates will vote on the resolution.

2. If the original resolution is not moved by the sponsoring board, the resolution will be withdrawn.
C. Amendments from the Floor

Amendments made on the floor relate to the “therefore be it resolved” section of the resolution and must be written out and handed to the chairperson. The chairperson will consider the amendment and, if necessary, discuss it with the parliamentarian or others to ensure that it is clearly understood.

- the chair will read the amendment;
- delegates will speak to the amendment;
- delegates will vote on the amendment;
- delegates will vote on the resolution as amended.

If the amendment is defeated:

- delegates will be asked to speak to the original resolution;
- delegates will vote on the original resolution.

D. Resolutions Presented from the Floor

After resolutions presented by the committee have been dealt with, other resolutions may be presented from the floor. The following rules apply:

- 2/3 of the voting delegates present at the session must consent to consider the resolution;
- sufficient copies of the resolution (and background material) must be provided for all those present at the resolution session;
- these resolutions will be handled as outlined above.

The provincial office will distribute, in the delegate kits, resolutions to be presented from the floor provided a minimum of 225 copies of each resolution (and background material, if applicable) are received in the Provincial Office by April 11, 2014.
APPROVE

RESOLUTIONS # 1-6
Moved by: Greg Speagle 
Seconded by: Jim Kennelly

Topic: Pupil Accommodation Review Process

Whereas: Catholic school boards in Ontario are responsible for providing schools and facilities for their students and for operating and maintaining their schools as effectively and efficiently as possible to support student achievement; and

Whereas: Catholic school boards continue a commitment to academic excellence and the relentless pursuit of success for each student, fostered within faith-filled Catholic learning environments; and

Whereas: every decision, program and budget line of a Catholic School Board occurs through a Catholic lens; and

Whereas: the purpose of the government's Pupil Accommodation Review Guidelines are to provide direction to school boards regarding public accommodation reviews undertaken to determine the future of a school or group of schools; and

Whereas: the Guideline ensures that where a decision is taken by a school board regarding the future of a school, that decision is made with the full involvement of an informed local community and it is based on a broad range of criteria regarding the quality of the learning experience for students.

Therefore be it Resolved That:

The Ontario Catholic School Trustees' Association petition the Ministry of Education to review the government's Pupil Accommodation Review Guidelines to ensure a process that is effective, efficient and timely, and supports constructive discussions between the Board and the public and supports meaningful community engagement with outcomes that will benefit current and future students.

Committee Recommendation
Approve.
Moved by: Bruno Iannicca

Seconded by: Peter Ferreira

Topic: The Impact of Costs to Boards Resulting from the Imposition of the 2013/2014 Memorandum of Understanding (MoU)

Whereas: the Memorandum of Understanding (MOU) was imposed upon school boards as part of collective agreements across Ontario schools; and

Whereas: the imposition of the Memorandum of Understanding (MOU) has placed additional financial pressures on local boards; and

Whereas: Provincial bargaining may place additional future financial burden.

Therefore be it Resolved That:

OCSTA petition the Ministry of Education to cover all local board costs related to the legislated implementation of the Memorandum of Understanding (MOU), as well as any additional future related costs.

Committee Recommendation:

Approve.
Moved by: Sharon Hobin  
Seconded by: Bruno Iannicca  
Topic: Capital Funding Formula Reductions and the Impact on Aging Facilities  

Whereas: there are numerous older schools in Ontario which require upgrades to outdated facilities; and  
Whereas: facility renewal grants are insufficient to address existing and ongoing and regular maintenance of facilities and an alternate source of funding is required to address aging infrastructure; and  
Whereas: the provincial government has identified that the priority for capital funding is for “growth” schools to serve students without a school in a community; and  
WHEREAS: existing schools in older communities require improvements and upgrades to address changes in educational programs, technology advancements, and replacement of outdated facilities.  

Therefore be it Resolved That:  
OCSTA petition the Ministry of Education to reassess the practice of prioritizing capital funding for primarily “growth” schools or establish an alternative source of funding to address aging infrastructure in aging schools.  

Committee Recommendation  
Approve.
Moved by: Judy Manitowabi  
Nipissing-Parry Sound CDSB

Seconded by: John Willemsen

Topic: NSL Funding

Whereas: there is a positive correlation between Indigenous language programs and student academic success in the education of First Nation children; and

Whereas: the Ontario First Nation, Metis, and Inuit (FNMI) Education Policy Framework provides the strategic policy context within which school boards and schools are working to improve the academic achievement and learning outcomes for Aboriginal students, is guided by the principle that acknowledges the diversity found in First nation, Metis, and Inuit communities, and endorses learning about First Nation, Metis and Inuit cultures, histories, and perspectives in the provincial education system; and

Whereas: the FNMI Policy Framework outlines as a measure of success that school boards will strive to develop and implement programs and services that are supportive and reflective of First nation, Metis and Inuit cultures and languages, and will strive to increase access to Native Language and Native Studies programming for all students; and

Whereas: the funding allocation formula for Native as a Second Language (NSL) instruction for elementary students in the Province of Ontario is currently not responsive to the unique challenges of planning and offering this program, such as obtaining instructional materials and supports and recruiting qualified instructional staff; and

Whereas: funding to support NSL programs for elementary students is based on the minutes of instruction for pupils of the board enrolled in the program at the October 31 enrollment count date as reported through OnSIS, with no funding available to support a new program offering subsequent to the October count date, thus negatively impacting on students who could benefit from this program enhancement.

Therefore be it Resolved That:

OCSTA petition the Minister to amend the GSN to recognize NSL enrollment at the March count date in addition to the October 31 count date for funding purposes, and that the NSL program be funded on an ADE basis, the average enrollment on the two count dates.

Committee Recommendation

Approve.
Moved by: John Curry  
Seconded by: Mark Mullan  
Topic: Apprenticeship Programs  

Whereas: it is generally agreed that despite strong demand for skilled labourers, employers do not have adequate incentives to train such workers and apprentices do not have adequate incentives to finish their training; and

Whereas: there are some government incentives from both the federal and provincial governments which are inadequate at best; and

Whereas: many employers are reluctant to take on apprentices, making it difficult to find the on-the-job training which is needed for certification; and

Whereas: less than 20 percent of employers are investing in on-site apprenticeship employment training; and

Whereas: many small and medium sized businesses do not have the human resources personnel on staff to manage apprenticeship; and

Whereas: apprentice learners are not eligible for the same government financial support programs offered to university and college students; and

Whereas: Catholic school boards in Ontario recognize apprenticeships as one of the pathways which graduates can follow; and

Whereas: Catholic school boards in Ontario have an enhanced focus now on the skilled trades as a viable and worth destination for their graduates.

Therefore be it Resolved That:

The Ontario Catholic School Trustees’ Association advocate to the provincial government for more financial support for apprenticeship learners and for more incentives for employers to hire apprentices wanting to pursue the skilled trades.

Committee Recommendation
Approve.
Moved by: Wayne Buchholtz  Waterloo CDSB

Seconded by: Frank Johnson

Topic: Accessibility and Continued Funding for Mental Health Initiatives

Whereas: the government has in the past funded a variety of initiatives to support students who struggle with mental health issues; and

Whereas: trustees have a responsibility to ensure student success as well as student well-being; and

Whereas: one in five students has been identified as having mental health issues.

Therefore be it Resolved That:
OCSTA encourages the government to continue funding of mental health supports for school systems and to further develop the relationship between the ministries responsible for children.

Committee Recommendation
Approve.
APPROVE & REFER

RESOLUTIONS # 7-11
Moved by: Linda Zanella  
Seconded by: Peter Ferreira

Topic: Programs and Services for Students with Diverse Learning Needs Including Special Education Needs

Whereas: the changing framework for Special Education and Support Services is internationally and provincially aligned with the Ministry’s mandate to promote success for all students with diverse learning needs including special education needs; and

Whereas: the principles of the draft Ministry resources Learning for All: K-12, the aligned Inter-Ministerial Provincial Transition Framework and commitments to supporting successful transitions for all students (PPM 156) are founded on beliefs that all students can succeed and that student well-being, achievement, student voice and engagement need to be supported in an inclusive learning environment; and

Whereas: Boards continue to be challenged in their ability to design effective school and system improvement plans when funding and other pressures may arise in delivering a Ministry mandated criterion-referenced curriculum with related expected practices while adhering to a universal design for learning approach which honours success for all through personalized instruction; and

Whereas: building capacity of staff through professional learning in support of all diverse learners is critical to student well-being and student achievement; recognizing the need to have adequate time for consolidation and practice of new learning; and

Whereas: the Ministry of Education, Ministry of Child and Youth Services and Ministry of Health mental well-being strategy will need sustainable commitments to keep pace with growth communities and to respond to changing needs and societal demands in equitable and transparent ways.

Therefore be it Resolved That:

OCSTA petition the Ministry of Education to review on-going equitable and sustainable funding. In addition, to request a review of other commitments including aligned supports for student well-being, voice, achievement, and engagement for all learners with special education needs.

OCSTA petition the Ministry of Education to continue to address the changing nature of student needs including needs identified through a variety of student transitions as evidenced in the need for on-going enhanced prevention/intervention supports for students with mental health challenges.

Committee Recommendation
Approve and refer to Legislation & Finance Committee.

Note: The High Needs Amount (HNA) of the special education funding has been under review since 2010. Changes are being made for 2014-2015. However, additional supports are needed in areas such as support for students with mental health challenges. This resolution should be reviewed in light of 2014-2015 GSNs.
Moved by: Linda Zanella
Seconded by: Esther O’Toole

Topic: Comprehensive Federal Government Census Data and/or Aligned Enhanced Enumeration Data is Required to Support an Equitable and Inclusive Public Funding Model for Ontario Education

Whereas: a transformation framework for Ontario’s four publicly-funded education systems is internationally, nationally and provincially aligned with the integrated services of provincial Ministries, including the Ministry of Education, in a mandate that promotes success in achievement, well-being and engagement for all; and

Whereas: effective June 2010, the Federal government Order in Council removed the long form version census, which had provided detailed enumeration data on the Canadian population, in favour of a voluntary short form census; and

Whereas: critics note that the demographic data required by stakeholders to respond to the most vulnerable (such as the poor, new immigrants, and aboriginals) is weakened through a voluntary census; and

Whereas: effective provincial and board improvement plans require student/family demographic and/or other enumeration data that is reflective of all students/families in order to provide appropriate funding alignments.

Therefore be it Resolved That:

As possible within its mandate, and in support of an equitable education funding framework, OCSTA work with other publicly funded education systems to petition the federal government to review the use of enumeration censuses and/or alternative demographic data sets that are more responsive to the needs of Ontario students and families by providing data that keeps pace with growth communities and responds to changing needs and societal demands.

Committee Recommendation
Approve and refer to Legislation & Finance Committee.

Note: The impact of the changes to usage of the short form census data has to be considered. The review of 2014-2015 GSNs will assist in determining which areas of funded are affected.
Moved by: Peter Ferreira  
Seconded by: Sharon Hobin  

**Topic:**  
The Ontario Catholic School Trustees’ Association will be Legislated as a Statutory Central Bargaining Agent for Employers for Collective Bargaining in the Education Sector for the English Catholic School Boards

**Whereas:**  
the current bargaining structure requires the OCSTA to obtain the endorsement of each English Catholic School Board during each provincial bargaining cycle in order to secure OCSTA’s involvement at the provincial bargaining tables as the employer bargaining agent for the Catholic School Boards in Ontario; and

**Whereas:**  
according to Bill 122 Section 21 (1) the Ontario Catholic School Trustees’ Association will be the employer bargaining agency for every English-language separate district school board; and

**Whereas:**  
OCSTA as the employer bargaining agency for the English-language separate district school boards will have exclusive authority:

a) to represent the school boards during bargaining at a particular central table;

b) to exercise all of the school boards’ rights and privileges under the Labour Relations Act, 1995, and to perform all of their duties under that Act, in respect of central bargaining;

c) to bind the school boards to the central terms of their collective agreements; and

d) to exercise the rights and privileges and perform the duties described in sections 41 and 42 of the School Boards Collective Bargaining Act, 2013; and

**Whereas:**  
OCSTA as the official employer bargaining agent for English-language separate district school board will fulfill its legislated duties and responsibilities as outlined in Bill 122 at the provincial bargaining tables; and

**Whereas:**  
these additional duties and responsibilities will impose a financial burden on OCSTA resulting from having to provide the necessary human resources to participate at the bargaining table.

Therefore be it Resolved That:

OCSTA petition the Ministry of Education to cover, through the reimbursement to the school boards all costs incurred by OCSTA to participate at the provincial bargaining table, given the mandatory legislated status of the provincial trustee organization.

**Committee Recommendation**  
Approve and refer to Legislation & Finance Committee.

**Note:** The status of Bill 122 is unknown as of March 20, 2014. The Bill makes a provision for funding but there is no precise dollar commitment. This resolution should be assessed in light of the Bill and any pertinent funding announcement.
Moved by: Harold Huntley

Seconded by: Kathy Bryck

Topic: Equity for the Provision of Sufficient Bandwidth

Whereas: appropriate bandwidth is required to support bandwidth intensive applications including media rich content that are available to staff and student to support 21st Century Learning in full capacity; and

Whereas: Boards and schools endeavor to enable students to fully utilize the Learning Management System and the Ontario Education Resource Bank provided by the Ministry of Education; and

Whereas: Boards are providing “Bring your own device” solutions to staff and students an increase in bandwidth would ensure that these solutions are being used effectively; and

Whereas: the number of service providers across the province differs significantly by District and Region reducing the equality of the competitive procurement practice and an inequality of bandwidth costs across the province; and

Whereas: the increase of technology and devices (VoIP, iPads, SMARTBoards) on the Board network requires an increase to bandwidth so that these technologies are functional and being fully utilized.

Therefore be it Resolved That:

OCSTA petition the Ministry of Education to create conditions where there is equity for the provision of sufficient bandwidth to meet the learning requirements of students and the business functions of those Boards.

Committee Recommendation

Approve and refer to Legislation & Finance Committee.
Moved by: Anthony Piscitelli  Waterloo CDSB
Seconded by: Manuel da Silva
Topic: Audit Committees

<table>
<thead>
<tr>
<th>Whereas:</th>
<th>the Audit Committee's role is to aid the Board of Trustees in decision making; and</th>
</tr>
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<tbody>
<tr>
<td>Whereas:</td>
<td>non-Board members Audit Committee members provide financial expertise and credentials that are not always among the elected Trustees; and</td>
</tr>
<tr>
<td>Whereas:</td>
<td>Audit Committees should be independent of management and seen to be independent of management; and</td>
</tr>
<tr>
<td>Whereas:</td>
<td>the Ministry of Education has the power to amend Education Act Regulations.</td>
</tr>
</tbody>
</table>

Therefore be it Resolved that:

OCSTA petition the Ministry of Education to amend Ontario Regulation 361/10 Audit Committees to increase the number of Trustees on the selection committees for external audit committee members from one to three;

Committee Recommendation
Approve and refer to Legislation & Finance Committee

Note: Referral to Legislation & Finance Committee will allow time to assess current practices in terms of the role of trustees in the selection process.
RECEIVE & REFER

RESOLUTIONS # 12-15
Moved by: Scott McLauchlan  
Seconded by: Sharon Hobin  


Whereas: research widely acknowledges that physical activity is essential to children’s growth and Development and that regular physical activity has a positive impact on the physical, mental, and social well-being of individuals; and  

Whereas: physical activity supports student readiness to learn, and impacts student behaviour, achievement and self-esteem; and  

Whereas: knowledge and skills gained through a well-designed physical and health education program will support students in developing an understanding of the importance of leading a healthy, active life; and  

Whereas: the Health and Physical Education Curriculum for Grades 1 to 8 has been revised, and the same curriculum for Grads 9 to 12 is awaiting review.  

Therefore be it Resolved That:  

In light of the importance and positive impact of daily physical activity and health education for students, OCSTA request that the Ministry prioritize the review of the secondary school Health and Physical Education curriculum in a timely manner.  

Committee Recommendation  
Receive and refer to Catholic Education Committee.  

Note: Action should be delayed until the new Health and Physical Education Curriculum is released. Should the new curriculum not fully emphasize the importance of daily physical activity, the request would be made.
Moved by: John Curry  
Seconded by: Joanne MacEwan  
Topic: 150th Anniversary of Canada

Whereas: the 150th anniversary of Canada’s Confederation takes place in 2017; and
Whereas: this is going to be a year of widespread patriotic celebrations; and
Whereas: Ontario’s Catholic schools should be prepared to play a role in these celebrations.

Therefore be it Resolved That:

The Ontario Catholic School Trustees Association take a lead in organizing a province-wide approach among Catholic School Boards in preparing materials, developing partnerships and circulating ideas on how this landmark anniversary in our country’s history can most effectively be celebrated as an opportunity for creative learning by students and as an opportunity to acknowledge the constitutional basis for our faith-based education rights in Ontario.

Committee Recommendation
Receive and refer to Catholic Education Committee.

Note: A similar resolution was received in 2012. 
Alignment with OCSTA’s Mission as well as available resources will be considered by the Committee.
Moved by: Ron Eamer  
Catholic District School Board of Eastern Ontario 
Seconded by: Todd Lalonde 
Topic: Catholic Student Trustees 

Whereas: Catholic School Boards strive to be inclusive of all; and
Whereas: we need to enhance the strength of our Catholic Schools whenever possible; and
Whereas: the student voice of all Catholic School Trustees needs to be heard; and
Whereas: communication with the students in our Catholic Schools is most important; and
Whereas: Catholic School Trustees should be given an opportunity to gather to share their expertise and dialogue; and
Whereas: we should use our Student Trustees to their maximum potential; and
Whereas: OCSTA is the association that represents Catholic School Trustees in the province of Ontario; and
Whereas: the Ontario Student Trustees’ Association has a Catholic Board Council that only has eleven Catholic Boards participating.

Therefore be it Resolved That:

OCSTA will move immediately to create a “Student Division” in our Association and that student trustees will be considered fully in the creation of all future Conference agendas.

Explanation from CDSBEO 
Creating a “Student Division” will create an opportunity for ALL Catholic Student Trustees to participate in ALL OCSTA Conferences and interact productively with their fellow Catholic Student Trustees.
Attendance by Catholic Student Trustees will provide them with a learning opportunity while at the same time providing us with a fresh set of eyes when discussing issues facing our Catholic Schools.

Committee Recommendation 
Receive and refer to Legislation & Finance Committee.

Note: A similar resolution was received in 2012. It was reviewed by the Legislation & Finance Committee and it was determined that no action be taken because of legal consequences embedded in the formation of a Student Trustees’ Association under OCSTA’s auspices but pursue other avenues of working with the Ontario Student Trustees’ Association.
At the December 2013 Board Meeting the OCSTA Directors approved a request from the Catholic District School Board of Eastern Ontario to host a seminar/workshop for Professional Development for Student Trustees. OCSTA will provide a forum at the 2014 AGM & Conference for our current Catholic student trustees to discuss the types of services and learning opportunities they envision as part of the complement of resources OCSTA can offer to student trustees going forward.
Moved by: Anne Haley
Seconded by: Judy Ellis
Topic: Multi Year Strategic Plan for Special Education

Whereas: Directors of Education are required to create and publish an Annual Report; and
Whereas: District School Boards are required to create and publish a Board Improvement Plan around Student Achievement and Wellness; and
Whereas: District School Boards create multi-year strategic plans; and
Whereas: District School Boards must create an annual Special Education Plan that is presented to the Special Education Advisory Committee and approved by the Board; and
Whereas: the Ministry of Education is currently engaged in a wide and broad consultation process to create “The Next Phase in Ontario’s Educational Strategy”; and
Whereas: the Ministry of Education is currently engaged in School Board Efficiencies and Modernization consultations.

Therefore be it Resolved That:

OCSTA should petition the Ministry of Education to create a multi-year strategic plan for special education upon the completion of its consultation process. This plan will allow District School Boards to align their Special Education Plan, Strategic Plan, Board Improvement Plan and their Director’s Annual Report with a provincial special education perspective.

Committee Recommendation
Receive and refer to Legislation & Finance Committee.

Note: This resolution requires further study. Without a commitment to multi-year funding, the strategic plan is of questionable value. It may also limit flexibility to adapt to changing needs.
TO BE CONSIDERED INDIVIDUALLY

RESOLUTIONS # 16-18
Moved by: John Curry                      Ottawa CSB
Seconded by: Kathy Ablett

Topic: Provincial Trustee Alumni Association

Whereas: those who serve as Catholic School trustees at some point are no longer trustees; and

Whereas: while their service as trustees may have ended, their interest in an advocacy for Catholic education has not ended; and

Whereas: as a group these former trustees form a knowledgeable group that would be influential if ever there were a provincial debate threatening the future of publicly funded Catholic education in the province; and

Whereas: these former trustees have been instrumental in helping to develop the Catholic education system that exists today in the province; and

Whereas: there should be a way of keeping these former trustees engaged and aware of current issues and initiatives regarding Catholic education in Ontario.

Therefore be it Resolved That:

The Ontario Catholic School Trustees Association establish a Provincial Trustee Alumni Association to maintain contact with former trustees and to keep them on board as strong advocates for and defenders of Catholic education in Ontario.

Committee Recommendation
Not approve.

Note: Other organizations such as the Retired Teachers of Ontario (RTO) and Retired Ontario Catholic Supervisory Officers’ Association (ROCSOA) have organized. The leadership and initiative has come from former members, not those still active in their respective associations. The capacity of OCSTA is also a factor.
Moved by: Kathy Burtnik  
Seconded by: Sal Piccininni  
Topic: Continuation of Support for FACE Project

Whereas: the FACE Project has been in place since 2008; and
Whereas: the opponents of publicly-funded Catholic education continue to challenge its existence; and
Whereas: OCSTA is the provincial organization with a mission, To Promote and Protect Catholic Education in Ontario; and
Whereas: the FACE Joint Venture Board, including the Assembly of Catholic Bishops of Ontario (ACBO), the Ontario Catholic School Trustees Association (OCSTA) and the Ontario English Catholic Teachers’ Association (OECTA) as partners has been successful; and
Whereas: ACBO and OECTA have confirmed their support for the continuation of the FACE Project; and
Whereas: FACE operates on a modest budget funded equally by the three Joint Venture Partners.

Therefore be it Resolved That:

OCSTA approve a levy of up to $0.12 per pupil for two years beyond the August 2014 expiry date of the current Joint Venture Partners’ Agreement.
MOVED BY: Kathy Burtnik
SECONDED BY: Nancy Kirby

TOPIC: Revision of OCSTA General By-Law

WHEREAS: OCSTA’s By-Law was in need of updating and revision as a result of changes to the Ontario Not-For-Profit Corporations Act; and

WHEREAS: the Association initiated a systematic By-Law review with the assistance of legal counsel; and

WHEREAS: the Board of Directors approved the recommended changes to the OCSTA General By-Law at a Special Teleconference Meeting duly called and properly constituted on the 24th day of March, 2014; and

WHEREAS: it is in order for the members of the Ontario Catholic School Trustees’ Association at the Annual General Meeting to pass a resolution confirming Amended and Restated General By-Law No. 2014-01, being a By-law relating to the conduct of the business and affairs of the Corporation.

Therefore be it Resolved That:

1. Amended and Restated General By-Law No. 2014-01, being a By-Law relating generally to the conduct of the business and affairs of the Corporation is hereby confirmed as a By-Law of the Corporation.

2. By the confirmation of the Amended and Restated General By-Law No. 2014-01, all prior By-Laws of the Corporation are hereby repealed, subject to any exceptions relative to the repeal of the By-Laws as are contained in the said By-Law.

Attachment
OCSTA Amended and Restated By-Law No. 2014-01
Amended and Restated

By-law Number 2014-01

A By-law Relating Generally to
the Conduct of Its Affairs
ONTARIO CATHOLIC SCHOOL TRUSTEES’ ASSOCIATION

AMENDED AND RESTATED BY-LAW NUMBER 2014-1

A By-law relating generally to the conduct of the affairs of the
ONTARIO CATHOLIC SCHOOL TRUSTEES’ ASSOCIATION

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By-law 2014-1 Relating Generally to the Conduct of the Affairs of

ONTARIO CATHOLIC SCHOOL TRUSTEES’ ASSOCIATION

WHEREAS the Ontario Catholic School Trustees’ Association (hereinafter the “Corporation”) was incorporated by Letters Patent issued under the Act and dated the 30th day of July, 1969, as amended by Supplementary Letters Patent dated July 11, 1979, June 18, 1997 and January 24, 2002;

AND WHEREAS it is considered expedient to enact a new General By-law relating generally to the conduct of the affairs of the Corporation, which complies with the requirements of the Ontario Corporations Act and will comply with the Not-for-Profit Corporations Act when the latter comes into force, and repeals all former By-laws of the Corporation;

BE IT THEREFORE ENACTED as By-law 2014-1 of the Corporation as follows:

0. INTRODUCTION

0.1 PREAMBLE

The wisdom, sacrifices and strivings of dedicated Canadians have created and preserved for us a school system that offers a God-centred vision of life, shaped by Jesus and his gospel, and open to the signs of the times under the guidance of the Holy Spirit.

The Corporation dedicates itself to the preservation of a school system in this province conceived in this belief and dedicated to this truth. To achieve these ends the following shall be the objectives of the Corporation.

0.2 OBJECTS

Whereas the Objects of the Corporation are:

1. TO maintain the constitutional rights of Roman Catholic School Boards and their supporters;
2. TO recommend improvements in the legislation and regulations affecting the Roman Catholic Schools of Ontario;
3. TO assist Catholic boards in attaining the highest standards in the operation of such schools by offering a medium for the exchange of information and the development of consensus among them;
4. TO promote knowledge of and appreciation for the aims and objectives of Catholic schools through conferences, meetings, exhibitions, research, publication of studies and the presentation of statements;
5. TO participate with organizations and authorities including the Catholic Bishops of Ontario, in elaborating and advancing mutually agreeable policies in favour of Catholic education;
6. TO cooperate in other relationships established to pursue progress in education;
7. TO encourage local, regional, diocesan, provincial and national initiatives and support and/or sponsor programs apt to strengthen the competence and commitment of Catholic school trustees;

8. TO accept donations, gifts, legacies, bequests and grants in support of the aforesaid objects;

9. TO engage, or participate, in provincial labour negotiations on behalf of its Member Boards, or pursuant to legislation.

1. **INTERPRETATION**

1.1 **Meaning of Words**

In this By-law and in all other By-laws and resolutions of the Corporation unless the context otherwise requires:

1.1.1 the singular includes the plural;

1.1.2 the masculine gender includes the feminine;

1.1.3 “Act”, unless qualified by the word “Education”, means the *Corporations Act*, R.S.O. 1990, c.C.38, as amended from time to time;

1.1.4 “Annual Meeting” shall mean a meeting of the Members, as defined in Section 5.6 herein;

1.1.5 “Articles” means any document or instrument that modifies the letters patent of the Corporation, including supplementary letters patent, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, or articles of revival;

1.1.6 “Board” shall mean the Board of Directors for the Corporation;

1.1.7 “CCSTA” means the Canadian Catholic School Trustees’ Association;

1.1.8 “CDSB” means a Catholic District School Board in the Province of Ontario;

1.1.9 “Committee” means any committee of the Board established pursuant to this By-law but does not include the First Nation Trustees’ Advisory Council;

1.1.10 “Corporation” means Ontario Catholic School Trustees’ Association;

1.1.11 “Director” includes Elected and Regional Directors;

1.1.12 “FTE” means full time equivalent number of students calculated in accordance with Ontario Ministry of Education formulae;

1.1.13 “Government Regulations” means the regulations made under the Act or the ONCA, as applicable, as amended, restated or in effect from time to time;
1.1.14 “Member” means an individual who is a Member of the Corporation, as defined in Section 4.2 of this By-law;

1.1.15 “ONCA” means the Not-for-Profit Corporations Act, S.O. 2010, c.15, as amended from time to time;

1.1.16 “Ordinary Resolution” means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;

1.1.17 “Past President” means the person who is qualified as a Director, whose term of office as President has most recently expired, and who is willing to serve as such;

1.1.18 “President”, following the coming into force of the ONCA, means the Chair of the Board within the meaning of the ONCA;

1.1.19 “Poll” includes a vote in any written form;

1.1.20 “Record Date” means the date as of which the current membership of the Corporation is determined, which shall be fifty (50) days prior to the event or action to which the Record Date relates;

1.1.21 “Region” means a CDSB or group of CDSB’s so designated for the purpose of selecting Regional Directors;

1.1.22 “Regional Director” means a Regional Director described in Section 6.1;

1.1.23 “Resolution” shall mean an Ordinary Resolution unless this By-law or the Act specifies otherwise;

1.1.24 “Special Meeting” shall mean a meeting of the Members as defined by Section 5.12 herein;

1.1.25 “Special Resolution” means:

1.1.25.1 while the Act is in force, a resolution approved by the Board and confirmed, with or without variation by two-thirds (2/3) of the vote cast at a meeting of Members called to consider the Special Resolution, or by the consent in writing of all of the Members; and

1.1.25.2 following the coming into force of the ONCA, a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney;.

1 Under S.54(1) of the ONCA, the record date must be less than 50 days prior to the event or action to which it relates.
1.2  **Severability**

Each of the provisions of this By-law shall be independent and severable, and the invalidity or unenforceability in whole or in part of any one or more of such provisions shall not be deemed to impair or affect in any manner the validity, enforceability or affect the remainder of the By-law, and in such event all the other provisions of this By-law shall continue in full force and effect as if such invalid provision had never been included herein.

2.  **HEAD OFFICE**

2.1  **Location of Head Office**

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario, and at such place therein as the Board may from time to time determine.

2.2  **Directors Establish Provincial Office**

The Board shall provide for a provincial office and staff to be named, remunerated and in all things supervised by the duly elected Officers of the Corporation and in accordance with the requirements of this By-law.

3.  **COAT OF ARMS AND CORPORATE SEAL**

3.1  **Coat of Arms**

The official Coat of Arms of the Corporation shall be that approved by the Executive in 1955 - a facsimile whereof is appended hereto, and the motto of the Corporation shall be Primo Prima” - “First Things First”.

3.2  **Seal**

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

4.  **MEMBERSHIP**

4.1  **Class of Membership**

The Corporation shall have one class of Members.

4.2  **Membership Eligibility**

Subject to Section 4.4 of this By-law, all individuals who are currently elected Trustees of a CDSB shall be *Ex Officio* Members of the Corporation².

² Allowable under S.48(2) of ONCA.
4.3 **Membership Fee**

The Board shall, from time to time, fix the annual membership fee and any additional assessment fees, which shall be payable by the CDSB's of which the Members are, respectively, Trustees.

4.4 **Termination of Membership**

A membership ceases to exist when:

4.4.1 the Member ceases to be eligible under a provision of the Act or this By-law;

4.4.2 the CDSB for which the Member is a Trustee fails to submit the annual membership fee and any assessment fees within ninety (90) days of receiving notice of the amount due;

4.4.2.1 Provided that the Board in its discretion may by resolution extend such time limit;

4.4.3 the Corporation is liquidated or dissolved.³

The termination of a membership for any reason does not affect the responsibility or the liability of their CDSB for payment on the Trustee's behalf of any membership fees or other assessment outstanding at the time of termination.

The rights of a Member, including any rights in the property of the Corporation, cease to exist on termination of the membership.⁴

4.5 **Reinstatement of Membership**

Any Member whose membership has been terminated due to the non-payment of a fee or assessment shall be reinstated without further formality upon receipt by the Corporation of the amount due.

4.6 **Transferral of Membership**

Membership is not transferrable.

5. **MEETINGS OF MEMBERS**

5.1 **Minimum Requirement**

The Corporation will hold at least one (1) meeting per year of the Members, and that shall be the Annual Meeting. Special Meetings shall be held as provided in Section 5.12 of this By-law.

³ These subsections are included to make applicable the operation of S.50(1) of the ONCA.

⁴ This sentence is included to make applicable the operation of S.50(2) of the ONCA.
5.2 Date, Time and Place of Meetings

The Annual and any Special Meetings of the Members shall be held at such time and on such day as the Board shall appoint, at the Head Office of the Corporation or elsewhere in Ontario as the Board may determine.

5.3 Admission to Meetings

Meetings of the Members shall be open only to:

5.3.1 Members eligible to vote, as defined by Section 5.4 herein;

5.3.2 Directors;

5.3.3 The auditor, if an Annual Meeting;

5.3.4 such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting;

5.3.5 CDSB Directors of Education; and

5.3.6 CDSB Student Trustees and other Persons, if admitted at the invitation of the Chair or by Resolution of the Members.

5.4 Member Eligibility to Vote

Only those Members who are Trustees of CDSB’s which have paid the annual membership and any outstanding assessment fees as of the Record Date, will be eligible to vote at a meeting of the Members.

5.5 Voting by Members

5.5.1 The method of voting at any meeting of Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise required by the By-Laws, the Act or the ONCA, as applicable. In the case of an equality of votes, the vote shall be deemed to have been lost.

5.5.2 Notwithstanding registration at a meeting, no Member shall be entitled to vote at meetings of the Corporation unless present at such meeting in person or by proxy; for the purposes of this Section 5.5, a person is not present at the meeting unless the person (or the proxy) is physically present in the room or other space (including overflow space) in which the meeting is conducted;

5.5.3 At all meetings of Members every question shall be decided by a show of hands unless otherwise required by the By-Laws, the Act or the ONCA, as applicable, or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
5.6 **Ballot**

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

5.7 **Proxy Voting**

Every Member entitled to vote at a meeting of the Members may by means of proxy appoint a proxyholder, or one or more alternate proxyholders, as the Member’s nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, the ONCA, and the Government Regulations.

A proxy must be:

5.7.1 in writing;

5.7.2 signed by the Member or the Member’s Attorney,

5.7.3 be deposited with the Secretary of the Corporation no later than forty-eight (48) hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members;

5.7.4 in such form as the Board prescribes; and

5.7.5 meet any additional requirements of the Act or its Regulations;

A proxy shall only be valid at the meeting in respect of which it is given, or if that meeting is adjourned, at the meeting that continues the adjourned meeting.

A proxy may be revoked by a Member by depositing a written and signed revocation which must be received at the registered head office of the Corporation at any time up to and including the last business day before the meeting at which the proxy is to be used, or by depositing same with the chair of the meeting on the day of the meeting.

The Corporation shall send, or otherwise make available, the form of proxy to each Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.\(^5\)

5.8 **Business at Annual Meetings**

Annual Meetings shall be called by the Board, and shall be held no later than fifteen (15) months after the preceding Annual Meeting, on such a day and place as the Board shall determine\(^6\).

The agenda for the Annual Meeting shall include the following matters of business:

---

\(^5\) Required under Part VI of the ONCA.

\(^6\) Required under S.52(1) of the ONCA.
5.8.1 consideration of the minutes of the previous Annual Meeting;
5.8.2 consideration of any proposed By-law amendments;
5.8.3 consideration of Resolutions submitted by CDSB’s in accordance with Section 5.9;
5.8.4 consideration of the financial statements of the Corporation;
5.8.5 appointment of the auditor:
5.8.6 approval of the auditor’s report;
5.8.7 election of the President, Vice President, and CCSTA Representative, if an even numbered year;
5.8.8 introduction of Regional Directors present; and
5.8.9 any Members’ proposals, received in accordance with Section 5.9 herein.

5.9 Resolutions from CDSB’s

Any CDSB may submit a Resolution for consideration at an Annual Meeting to address any challenge or opportunity which affects Catholic education in Ontario, subject to the following:

5.9.1 each such Resolution shall have been received at the Head Office of the Corporation not less than sixty (60) days prior to the date of the Annual Meeting;
5.9.2 each such Resolution shall have been considered and reported upon by a Committee of the Board, or by the Board of Directors;
5.9.3 each such Resolution shall be circulated among all CDSB’s not less than thirty (30) days prior to the Annual Meeting;
5.9.4 each such Resolution shall be included in the notice of the Annual Meeting; and
5.9.5 no such resolution shall be acted upon unless approved by a majority of the votes cast at an Annual Meeting.

5.10 Members’ Proposal Right

Through their CDSB, any Member entitled to vote at an Annual Meeting may give the Corporation notice of a proposal which the Member would like to have considered at the meeting. 7

Provided that the proposal is received at least sixty (60) days prior to the date of the meeting, the Corporation shall refer it to a Committee of the Board or as determined by the Board of Directors, for review and consideration, and shall include it with the notice of the meeting sent to all Members. If the Member so requests, the Corporation shall also include a statement by the Member in support of the proposal, not to exceed 500 words, and/or the Member’s name and address. The proposal along with the Committee’s report, if any, will be tabled at the Annual Meeting, at which the Member making the proposal may read aloud the resolution proposed.

7 Required by S.56 of the ONCA.
Notwithstanding the above, the Corporation may refuse to send the proposal to the Members if:

5.10.1 it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, Members or debt obligation holders;

5.10.2 it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation, as outlined in the corporate Objects; [see art. 0.2]

5.10.3 not more than two years before the receipt of the proposal, the Member failed to present in person or by proxy, if authorized by the By-law, at a meeting of the Members, a proposal that had been included in a notice of meeting at the Member’s request;

5.10.4 substantially the same proposal was submitted to Members in a notice of a meeting of the Members held not more than two years before the receipt of the proposal and the proposal was defeated; or

5.10.5 the rights conferred by this section are being abused to secure publicity.

5.11 Members’ Discussion Rights

Any Member entitled to vote at an Annual Meeting is entitled to raise for discussion at that meeting any matter with respect to which the Member would have been entitled to submit a proposal, subject to the conditions outlined in Sections 5.10.1 to 5.10.5.8

5.11.1 Provided however that if such Member continues such discussion for three minutes or more, the Chair of the meeting may interrupt the Member and permit others to speak and/or make any subsidiary motion related thereto.

5.12 Special Meetings

The Board, the President or the Vice President may call a Special Meeting of the Members at any time, the nature of which must be specified in the notice to call the meeting.

The President shall call a Special Meeting upon the written request of the Members of the Corporation who hold at least ten (10) per cent of the votes that may be cast at a meeting of the Members sought to be held, within twenty-one (21) days after receiving such a request, failing which any Member who signed the request may call a Special Meeting, provided that the business of the meeting as stated in the requisition does not include a matter described in Subsections 5.10.1 through 5.10.5 9.

No other business other than that which is specified in the notice shall be transacted10.

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8 S.56(1)(b) of the ONCA.
9 S.60(1).
10 S.55(8).
5.13 Adjournments

Members’ meetings may be adjourned to any time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment and an adjournment may be made notwithstanding that no quorum is present.

5.14 Quorum

Quorum for any meeting of the Members shall require the presence in person, by proxy, of not less than a total of forty (40) current Members.

5.15 Effect of Loss of Quorum

In the event that a quorum is lost at any meeting of Members,

5.15.1 if, in the opinion of the chair of the meeting, such loss of quorum is temporary and likely to be short-lived, the chair of the meeting shall have the authority to forthwith declare a recess for any period of time not exceeding one hour;

5.15.2 if,

5.15.2.1 in the opinion of chair of the meeting, such loss of quorum is not temporary and likely to be short-lived, or

5.15.2.2 having declared a recess, a quorum is not present at the end of the recess,

the meeting shall stand adjourned, to be reconvened at the call of the President.

5.16 Notice of Meetings

Written notice of the time and place of a meeting, stating the nature of the business to be transacted in sufficient detail to permit a Member to form a reasoned judgement on the business, and stating the text of any Resolution to be submitted to the meeting, shall be sent to all Members entitled to receive notice, all Directors, and if an Annual Meeting then to any person appointed to conduct an audit or review engagement of the Corporation, not less than ten (10) and not more than fifty (50) days before the date on which the meeting is to take place.

No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat. Any Member may waive notice of a meeting at any time and may ratify, approve and confirm any or all proceedings taken thereat.

5.17 Appointment of Returning Officer

Prior to every meeting of Members, the Board shall appoint a Returning Officer, and may appoint one or more Deputy Returning Officers, to supervise any vote by ballot which takes place at the meeting. The appointment of the Returning Officer (and Deputy Returning Officers, if any) may be challenged by motion prior to the first call by the chair for a vote on any question at the meeting, and if such motion is successful, an appropriate replacement shall be selected by the meeting forthwith.
5.18 **Authority of Returning Officer**

The Returning Officer shall have full and final authority on any question as to:

5.18.1 the qualifications of any person to cast a ballot;

5.18.2 the validity of proxies;

5.18.3 whether any ballot is to be counted or declared spoiled;

5.18.4 the counting of ballots;

5.18.5 the results of the balloting and announcement thereof to the meeting;

5.18.6 and generally over the supervision of balloting subject to any specific authority vested by this By-law in the Chairperson of the meeting;

Provided that where any duty is performed by the Deputy Returning Officer, the absence or inability of the Returning Officer shall be presumed with reference thereto.

6. **REGIONS**

6.1 **Criteria for Determining Regions and Representation**

The criteria for determining the boundaries of and the representation by Regions shall be as follows:

6.1.1 CDSB’s with a student enrolment of less than 35,000 FTE shall be grouped with other similarly sized CDSB’s in a contiguous geographic area to form a Region, and such Region shall be entitled to select one (1) Regional Director if the combined student enrolment is less than 75,000 FTE, and shall be entitled to select two (2) regional Directors if the combined student enrolment is greater than 75,000 FTE;

6.1.2 CDSB’s with a student enrolment in excess of 35,000 FTE but less than 75,000 FTE shall constitute a Region, and such Region shall be entitled to select one (1) Regional Director; and

6.1.3 CDSB’s with a student enrolment in excess of 75,000 FTE shall constitute a Region, and such Regions shall be entitled to select two (2) Regional Directors to the Board.
6.2 Division into Regions

The Province of Ontario shall be divided into twelve (12) Regions for the purpose of selecting Regional Directors, and the number of Regional Directors respectively for such Region shall be as follows:

<table>
<thead>
<tr>
<th>Region</th>
<th>Catholic District School Board</th>
<th>Number of Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Huron-Superior Catholic District School Board</td>
<td>1</td>
</tr>
<tr>
<td></td>
<td>Nipissing-Parry Sound Catholic District School Board</td>
<td></td>
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<tr>
<td></td>
<td>Northeastern Catholic District School Board</td>
<td></td>
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<tr>
<td></td>
<td>Sudbury Catholic District School Board</td>
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<tr>
<td>2.</td>
<td>Kenora Catholic District School Board</td>
<td>1</td>
</tr>
<tr>
<td></td>
<td>Northwest Catholic District School Board</td>
<td></td>
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<tr>
<td></td>
<td>Superior North Catholic District School Board</td>
<td></td>
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<tr>
<td></td>
<td>Thunder Bay Catholic District School Board</td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>Northern Regions No. 1 &amp; 2 (at large)</td>
<td>1</td>
</tr>
<tr>
<td>4.</td>
<td>Brant Haldimand-Norfolk Catholic District School Board</td>
<td>1</td>
</tr>
<tr>
<td></td>
<td>Bruce-Grey Catholic District School Board</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Huron-Perth Catholic District School Board</td>
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<td></td>
<td>Waterloo Catholic District School Board</td>
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<td></td>
<td>Wellington Catholic District School Board</td>
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<td>5.</td>
<td>London District Catholic School Board</td>
<td>1</td>
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<td></td>
<td>St. Clair Catholic District School Board</td>
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<td></td>
<td>Windsor-Essex Catholic District School Board</td>
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<tr>
<td>6.</td>
<td>Toronto Catholic District School Board</td>
<td>2</td>
</tr>
<tr>
<td>7.</td>
<td>Dufferin-Peel Catholic District School Board</td>
<td>2</td>
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<tr>
<td>8.</td>
<td>York Catholic District School Board</td>
<td>1</td>
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<tr>
<td>9.</td>
<td>Durham Catholic District School Board</td>
<td>1</td>
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<tr>
<td></td>
<td>Peterborough, Victoria, Northumberland &amp; Clarington Catholic District School Board</td>
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<td></td>
<td>Simcoe-Muskoka Catholic District School Board</td>
<td></td>
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<tr>
<td>10.</td>
<td>Algonquin &amp; Lakeshore Catholic District School Board</td>
<td>1</td>
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<tr>
<td></td>
<td>Catholic District School Board of Eastern Ontario</td>
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<tr>
<td></td>
<td>Renfrew County Catholic District School Board</td>
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<tr>
<td>11.</td>
<td>Halton Catholic District School Board</td>
<td>2</td>
</tr>
<tr>
<td></td>
<td>Hamilton-Wentworth Catholic District School Board</td>
<td></td>
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<tr>
<td></td>
<td>Niagara Catholic District School Board</td>
<td></td>
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<tr>
<td>12.</td>
<td>Ottawa Catholic School Board</td>
<td>1</td>
</tr>
<tr>
<td></td>
<td>TOTAL</td>
<td>15</td>
</tr>
</tbody>
</table>

6.3 Regions to Create Offices

Each Region shall create and maintain the offices corresponding to and named, respectively, the offices listed in Subsection 7.1.4.
6.4 Amendment

If and whenever the criteria set out in this Article 6 so requires, the Members shall, by Special Resolution, alter the boundaries of the Regions and the number of Regional Directors accordingly, so as to take effect at the selection of Directors next following the confirmation of such Special Resolution by the Members.

7. BOARD OF DIRECTORS

7.1 Board Composition

The affairs of the Corporation shall be managed by a Board composed of eighteen (18) Directors, as follows:

7.1.1 The President who shall be elected by the Members; and

7.1.2 The Vice President who shall be elected by the Members.

7.1.3 The Past President;

7.1.4 Fifteen (15) Directors being the incumbents for the time being of the following offices:

7.1.4.1 Regional Director for Region One;
7.1.4.2 Regional Director for Region Two;
7.1.4.3 Regional Director for Region Three;
7.1.4.4 Regional Director for Region Four;
7.1.4.5 Regional Director for Region Five;
7.1.4.6 Regional Director A for Region Six;
7.1.4.7 Regional Director B for Region Six;
7.1.4.8 Regional Director A for Region Seven;
7.1.4.9 Regional Director B for Region Seven;
7.1.4.10 Regional Director for Region Eight;
7.1.4.11 Regional Director for Region Nine;
7.1.4.12 Regional Director for Region Ten;
7.1.4.13 Regional Director A for Region Eleven;
7.1.4.14 Regional Director B for Region Eleven;
7.1.4.15 Regional Director for Region Twelve.
7.2 **Director Eligibility**

The following persons are disqualified from being a Director:

7.2.1 A person who is not an individual;

7.2.2 A person who is under eighteen (18) years of age;

7.2.3 A person who has been found under the *Substitute Decisions Act*, S.O. 1992, c. 30 or under the *Mental Health Act* R.S.O. 1990 c. M.7 to be incapable of managing property;

7.2.4 A person who has been found to be incapable in any court in Canada or elsewhere;

7.2.5 A person who has the status of bankrupt\(^{11}\);

7.2.6 A person who is not a Member.

7.3 **Election of President and Vice President**

The President and Vice President shall be elected at Annual Meetings held in even numbered years.

Where there are more candidates nominated than there are positions to be filled by election, there shall be an election conducted by ballot, and for this purpose, there shall be a separate ballot for the election of each of the President and the Vice-President.

The Returning officer shall report to the Members the number of ballots cast for each candidate, the total number of ballots cast, the number of spoiled ballots, and the number of ineligible ballots.

7.4 **Selection Process for Regional Directors**

No particular manner or method is prescribed for how each Region selects its Regional Director. The CDSB’s comprising each Region, therefore, shall devise and adopt a fair, equitable and democratic process by which their Regional Director is selected, in accordance with Board guidelines, provided however, that:

7.4.1 Regional Directors from CDSB’s described in Section 6.1.1 shall be selected in odd numbered years, and Regional Directors described in Sections 6.1.2 and 6.1.3 shall be selected in even numbered years; and

7.4.2 the selection process once adopted may not be altered more frequently than every second year, and in any event not later than one hundred and eighty (180) days prior to the second Annual Meeting following the previous use of the process.

\(^{11}\) 7.1.1 to 7.1.5 correspond to Sections 23(1)1 to 5 of the ONCA.
7.5 Failure to Agree Upon Regional Director Selection Process

In the event that the CDSBs comprising a Region are unable to reach a consensus as to the process to be adopted for that Region for the selection of its Regional Director, any CDSB within that Region may refer the selection process to the Board; and upon referral:

7.5.1 the Board shall give notice to the other CDSBs within that Region, requesting each to make representations to the Board within thirty (30) days after the notice, as to the selection process to be adopted;

7.5.2 within a further thirty (30) days, the Board shall consider all representations received from the CDSBs within that Region, and determine the process by which such Regional Director is selected;

7.5.3 such determination by the Board shall be final and binding for such Region and from which there is no right of appeal, but without prejudice to the right to adopt a new selection process subject to the limitations described in clause 7.4.2.

7.6 CCSTA Representative

The Corporation’s CCSTA Representative(s) shall be elected by the Members, in even numbered years, for a two year term.

7.7 Termination

A Director ceases to hold office when he or she:

7.7.1 submits their written resignation to the President, specifying the date upon which it shall become effective;

7.7.2 becomes deceased.

7.7.3 ceases to be eligible to be a Director, as prescribed in this Article 7;

7.7.4 is terminated as a Member, in accordance with Section 4.4 herein;

and an elected Director further ceases to hold office when he or she:

7.7.5 is removed by Ordinary Resolution of the Members at a Special Meeting of which notice of the intention to pass such a resolution has been given

7.8 Vacancies

If, for any reason, there is a vacancy in the office of:

7.8.1 President, then the Vice-President shall automatically assume the office of President for the balance of the unexpired term of office;

7.8.2 Vice-President, then the Directors shall appoint a Regional Ex-Officio Director to assume the office of Vice-President for the balance of the unexpired term of office;

7.8.3 President and Vice-President, then the Directors shall appoint one of their number to assume each of the offices of President and Vice-President for the balance of the respective unexpired terms of office;
7.8.4 **Past President**, the person who is the next most recent former President who is willing to assume the office shall automatically assume the office of Past President for the balance of the unexpired term of office; and if none, the office shall remain vacant until there is a person eligible and willing to assume the office; and if none, the office shall remain vacant until the next Annual Meeting at which a new President is to be elected;

7.8.5 **Regional Director**, then the Members of the Region from which the vacancy occurred shall elect a person who is qualified to assume the office for the balance of the unexpired term, provided however that, where there is still a quorum of the Board in office and a vacancy occurs during the six months prior to a scheduled annual meeting, the election to fill such vacancy shall be deferred to such Annual Meeting.

7.8.6 **CCSTA Representative** the office shall remain vacant until the next Annual Meeting at which a person who is qualified to fill the vacancy is elected by the Members.

7.9 **Remuneration of Directors**

The Directors shall receive no remuneration for acting as such provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

7.10 **Term**

The term of office shall be for two years,

7.10.1 in the case of the President, Vice-President and CCSTA Representative(s) commencing at the adjournment of the Annual Meeting at which they are elected;

7.10.2 in the case of a Regional Director, commencing at the adjournment of the first Annual Meeting following such Regional Director’s selection; and

ending at the adjournment of the second Annual Meeting thereafter and when the successor in office is chosen.

7.11 **Limit on Term of Office**

A person is not qualified to serve, and shall not serve, for more than one successive term in any one of the positions of President, Vice-President or CCSTA Representative; and for the purpose of calculating the limit on the term of office:

7.11.1 service in office by appointment to fill a vacancy of eighteen (18) months or longer shall be deemed to be service for one term of office; and

7.11.2 service in office by appointment to fill a vacancy of less than eighteen (18) months shall be deemed not to be service in office.

7.12 **Nomination for President and Vice President**

A nomination for the election of President and Vice-President shall conform to the following requirements:
7.12.1 such nomination shall be in writing in a form approved from time to time by the Board and circulated among CDSB’s with the notice of the Annual Meeting at which the election is to take place;

7.12.2 such nomination shall include the consent of the nominee, and shall identify the name of and be signed by each of the mover, seconder and nominee, each of whom shall be qualified to hold the office for which the nomination is made, and in each case identifying by name the CDSB of which such Member is a Trustee;

7.12.3 such nomination shall be received at the Corporation Head Office not later than twenty-one (21) days prior to the time fixed in the notice of meeting for the call to order of the first plenary session at the Annual Meeting, provided however that if no nominations within the time so limited, nominations shall remain open until but not later than two hours and fifteen minutes prior to the time fixed in the notice for the call to order of the first plenary session at the Annual Meeting;

Notwithstanding the above, a Member may nevertheless propose a nomination at the Annual Meeting, and if such a nominee consents, that nomination will be added to the slate of nominees presented to the Members for election12.

7.13 Standard of Care of Directors

Every Director in exercising his or her powers and discharging his or her duties to the corporation shall:

7.13.1 act honestly and in good faith with a view to the best interests of the corporation; and

7.13.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances13.

Every Director will comply with the Act and its Regulations, and the Corporation’s Articles, By-laws, policies and Code of Conduct.14

8. BOARD MEETINGS

8.1 Confidentiality

All information pertaining to the affairs of the Corporation which are brought before the Board, including but not limited to agenda items for Board decision, background materials relating to those decision items, staff reports, and the content of debate and discussion which takes place at Board and Board committee meetings, shall be treated by Directors as strictly confidential unless declared to be otherwise by Board resolution, pursuant to the Standard of Care owed to the Corporation.

12 ONCA Section 56(5).
13 ONCA Section 43(1).
14 ONCA Section 43(2).
8.2 Calling of Meetings

At least three meetings of the Board of Directors shall be held between Annual Meetings of the Members. In addition, meetings of Board of Directors

8.2.1 may be called by the President, and

8.2.2 shall be convened by the Executive Director upon direction in writing of five (5) Directors.

8.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act or the ONCA, as applicable

The Board shall hold a meeting within seven (7) days following the Annual Meeting of the Members of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

8.4 Place of Meetings

Meetings of the Board and of the Committees of the Board may be held at any place within Ontario, as designated in the notice calling the meeting.

8.5 Quorum for Meeting of Directors

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than a majority of the number of Directors, and, subject to the proviso set out in subsection 9.3.1, no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

8.6 Meetings by Electronic Conference 15

A Director may participate in a meeting of the Board or a committee of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

15 Section 34(6) of ONCA allows the By-law to specify either that there may be no electronic participation, or electronic participation upon the unanimous consent of Directors, or as is provided here, that there is the right to participate electronically unless the Chair identifies a security or confidentiality concern.
8.7 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided in the usual way by assent or dissent unless a poll on the question is required by the Chair or requested by any Director.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

8.8 Written Resolutions

Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board or Committee meeting, is as valid as if it had been passed at a meeting of the Board or Committee called, constituted and held for that purpose.

8.9 Notice of Meetings of Directors

Notice of meetings other than regularly scheduled meetings of the Board shall be given to each Director by one of the following methods:

8.9.1 by telephone, facsimile, email or other electronic method not less than twenty-four (24) hours before the meeting is to take place; or

8.9.2 by prepaid letter post not less than fifteen (15) days before the meeting is to take place,

provided however that a meeting of Directors shall be held without notice immediately following the annual meeting of the Corporation.

The statutory declaration of the Executive Director or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

9. CONFLICT OF INTEREST

9.1 Disclosure Required

As required by the Act or the ONCA, a Director or officer of the Corporation who:

9.1.1 is a party to a material contract or transaction, or a proposed material contract or transaction with the Corporation; or

9.1.2 is a Director, officer, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

16 Adapted from ONCA Section 41.
shall disclose to the Board, or request to have entered in the minutes of Board meetings, the nature and extent of such interest.

9.2 **Timing of Disclosure**

This disclosure shall be made, in the case of a Director:

9.2.1 at the meeting at which a proposed contract or transaction is first considered;

9.2.2 if the Director was not then interested in a proposed contract or transaction, at the first meeting after which the Director becomes so interested;

9.2.3 if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after which they become so interested; or

9.2.4 if a person who is interested in a contractor transaction later becomes a Director, at the first meeting after which they become a Director,

and the disclosure shall be made in the case of an officer:

9.2.5 forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;

9.2.6 if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes an officer;

9.2.7 if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer.

9.3 **Duty After Disclosure**

A Director who has an interest as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction is being discussed, and shall not vote on any Resolution to approve the contract or transaction.

9.3.1 Provided that if quorum does not exist for the purpose of voting on a Resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.

10. **OFFICERS OF THE CORPORATION**

10.1 **Officers**

The officers of the Corporation shall be:

10.1.1 the President,

10.1.2 the Vice-President,

10.1.3 the Past President,
each of whom shall be a Member;

10.1.4 an Executive Director who shall also be the Secretary, but shall not be a person who is a Member;

10.1.5 a Chaplain, who may but need not be a Member.

10.2 Standard of Care of Officers

The provisions of Section 7.13 apply with necessary variations to the officers of the Corporation.

10.3 Duties of the President

The President:

10.3.1 shall when present, preside as Chair at all meetings of Members of the Corporation, and at all meetings of the Board;

10.3.1.1 Provided however that the President may delegate any part or parts of such duty to preside over the Annual Meeting to any person;

10.3.2 shall be a member of every Committee;

10.3.3 shall have the other powers and duties from time to time prescribed by the Board or incident to the office.

10.4 Duties of the Vice-President

During the absence or inability to act of the President, the duties and powers of the office may be exercised by the Vice-President. Without limiting the generality of the foregoing, when delegated by and in the absence of the President, the Vice-President shall have the right to attend and to vote at all Committee meetings at which the President has the right to attend and vote. If a Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board of Directors or incident to the office.

10.5 Absence of President and Vice-President

In the event that either the President or the Vice-President is unable to fulfil a particular obligation of the office, such officer may delegate responsibility for the task to another Director. Where a President or Vice President is unable to fulfill the duties and powers of the office, the Board may from time to time appoint another Director for that purpose. Where such other Director exercises any such duty or power, the absence or inability of the President and the Vice-President shall be presumed with reference thereto.

10.6 Duties of Executive Director

The Executive Director shall:

10.6.1 be the non-voting ex officio clerk of the Board and of every committee established by or under the By-laws of the Corporation;
10.6.2 attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose;

10.6.3 give all notices required to be given to Members and to Directors;

10.6.4 shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation and as are required by the Act and this By-law, the same being delivered up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution; and

10.6.5 shall perform such other duties as may from time to time be determined by the Board.

10.7 Other Officers

The Board of Directors may appoint other officers, including without limitation, Honourary Officers, and agents (and with such titles as the Board of Directors may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board of Directors. The Board of Directors may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board of Directors shall be such as the terms of their engagement call for or the Board of Directors prescribes.

10.8 Bonding of Officers

The Executive Director and any other officer, agent or employee of the Corporation who may be designated by the Directors shall furnish a bond in such amount and with such sureties as the Directors may approve. The cost of the said bonds shall be paid by the Corporation and they shall be deposited and kept as the Directors may direct.

10.9 Appointment and Duties of Chaplain

The Chaplain of the Corporation shall:

10.9.1 be appointed annually by the Board on the nomination of the Association of Catholic Bishops of Ontario;

10.9.2 invoke Divine Guidance on all meetings of the Corporation and of the Directors; and

encourage the Directors to bring a gospel perspective and the riches of the Catholic Tradition to current issues and decision-making.

11. COMMITTEES OF THE BOARD

11.1 Executive Committee

There shall be an Executive Committee composed of the President, Vice President and Past President with authority to act on behalf of the Board with regard to urgent matters which may arise between Board meetings, provided that all decisions taken in the absence of the Board shall be reported at the next Board meeting.
11.2 Committees Generally

Subject to the Act or the ONCA as applicable, the Articles, and the By-Laws, the Board may, by Board Regulation, appoint such standing and ad hoc committees as it deems appropriate from time to time and set the rules governing such committees.

11.3 Limits on Authority of Committees

No committee, including the Executive Committee (if any), has authority to:

11.3.1 submit to the Members any question or matter requiring approval of the Members;

11.3.2 fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;

11.3.3 appoint additional Directors;

11.3.4 issue debt obligations except as authorized by the Board;

11.3.5 approve any financial statements;

11.3.6 adopt, amend or repeal any By-Law; or

11.3.7 establish contributions to be made, or dues to be paid, by Members.

11.4 Rules Governing Committees

Except where otherwise provided in the By-laws of the Corporation, all Committees, excluding the Committee of the Whole Board and the Executive Committee, are subject to the following:

11.4.1 a Committee shall be composed of not less than three (3) Directors;

11.4.2 the committee members shall be appointed by the Board of Directors, on the nomination of the President, from among the Members of the Corporation;

11.4.3 the members of the Committee shall select the Committee chairperson;

11.4.4 a member of a Committee shall serve for a term ending at the annual meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;

11.4.5 each Committee shall meet at least annually, and more frequently at the will of its Chairperson or as required by its terms of reference;

11.4.6 a Committee shall carry out such additional or amended duties or tasks as may be determined by the Board from time to time, regardless of its Terms of Reference or the Terms of Reference of any other Committee;

11.4.7 each Committee shall be responsible to, and shall report regularly to the Board;

17 Required by Section 36(2) of the ONCA.

18 Note that quorum is defined in section 11.10.8 as requiring at least three Directors, but could be changed to a majority or two-thirds of committee members if greater flexibility is preferred.
11.4.8 subject to any rules established by the Board, a quorum for the holding of a Committee meeting consists of the lesser of

11.4.8.1 a majority of a Committee,

and

11.4.8.2 three (3) members of a Committee,

and otherwise each Committee may establish its own rules of procedure and may appoint subcommittees;

11.4.9 if and whenever a vacancy exists on a Committee, the remaining Committee members may exercise all of the Committee’s powers so long as a quorum remains on the Committee, but the Board shall in any event appoint a replacement to fill any vacancy as soon as practicable.

12. PROTECTION OF DIRECTORS AND OFFICERS

12.1 Directors and Officers Liability Exclusion

Absent the failure to act in accordance with the Standard of Care as outlined in Section 7.13 or Section 10.2 in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or officer of the Corporation shall be personally liable for any loss or damage or defaults of such Director or officer or of any other Director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

12.1.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

12.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

12.1.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;

12.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

12.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director’s or officer’s respective office or trust or in relation thereto; and

12.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

12.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided herein, or purchasing insurance as provided herein, the Board of Directors shall consider:
12.2.1 the degree of risk to which the Director or officer is or may be exposed;

12.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;

12.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;

12.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and

12.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

12.3 **Indemnification of Directors and Officers**

Every person, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

12.3.1 is a Director; or,

12.3.2 is an officer of the Corporation; or

12.3.3 is a member of a Committee; or

12.3.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person’s personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the Board from time to time, be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) out of the funds of the Corporation, from and against all costs, charges and expenses which such person sustains or incurs:

12.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

12.3.6 in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure to such person to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by any legislation or law.
12.4 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, officer or any other capacity at the request of or on behalf of the Corporation, which insurance may include:

12.4.1 property and public liability insurance;
12.4.2 Directors’ and officers’ insurance; and,
12.4.3 such other insurance as the Board sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the Board from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

13. CORPORATE RECORDS

13.1 Required Records

The Corporation shall keep and maintain the following records at its registered head office:

13.1.1 the Corporation’s Articles and By-laws, and any amendments to them;
13.1.2 the minutes of meetings and any resolutions of the Members;
13.1.3 a register of Directors, Officers, and Members;
13.1.4 the minutes of meetings and resolutions of the Board, and any committees of the Board;
13.1.5 accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;
13.1.6 a copy of the financial statements;
13.1.7 consent to act as a Director of each individual who is elected as a Director of the Corporation.

13.2 Directors’ Access to Records

Any such records shall be open to inspection by the Directors. Copies must be provided upon request at no cost to the Director.

\[19\] In accordance with Part X of the ONCA.
13.3 **Members’ Access to Records**

A Member, a Member’s attorney or legal representative, may examine and take extracts from the records referred to in Subsections 13.1.1, 13.1.2 and 13.1.3.

Upon request and without charge, a Member may inspect any ‘Consent to Act as a Director’ and to make a copy of it.

A Member or a Member’s attorney or legal representative who wishes to examine the Register of the Members shall first make a request to the Corporation accompanied by a Statutory Declaration that states the name and address of the Member applicant and shall further state that the list of Members or the information contained in the Register of Members thus obtained will only be used for an effort to influence the voting of members, requisitioning a meeting of the Members, or another matter relating to the affairs of the corporation, upon receipt of which the Corporation will as soon as is practical allow the applicant access to the Register and, on payment of a reasonable fee, provide the applicant with an extract from the Register.

14. **EXECUTION OF DOCUMENTS**

14.1 **Cheques, Drafts, Notes, Etc**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

14.2 **Execution of Documents**

Documents requiring execution by the Corporation may be signed by any two (2) of the President, Vice-President, the Secretary, or any one (1) of the foregoing together with any one (1) Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

14.3 **Books & Records**

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

15. **BANKING ARRANGEMENTS**

15.1 **Board of Directors Designate Bankers**

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation’s banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

15.1.1 operate the Corporation’s accounts with the banker;
15.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

15.1.3 issue receipts for and orders relating to any property of the Corporation;

15.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

15.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

15.2 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

16. FINANCIAL YEAR

16.1 Financial Year Determined

Until otherwise determined by resolution of the Board, the fiscal year end of the Corporation shall terminate on the 31st day of August in each year.

17. AUDITORS

17.1 Appointment of Auditor

The Members entitled to vote shall at each annual meeting appoint an auditor qualified to conduct an audit pursuant to the requirements of the Public Accounting Act, 2004 to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members entitled to vote, or by the Board if authorized to do so by the Members entitled to vote.

18. NOTICE

18.1 Method of Notice

Except where otherwise provided in this By-law, notice shall be validly given if given by telephone, or if in writing:

18.1.1 by prepaid letter post;

18.1.2 by facsimile;
18.1.3 by e-mail; or

18.1.4 by other electronic method.

addressed to the person for whom intended at the last address shown on the Corporation’s records. Any such notice shall be deemed given:

18.1.5 in the case of telephone, at the time of the telephone call;

18.1.6 in the case of letter post, on the third day after mailing; and

18.1.7 in all other cases, when transmitted.

18.2 Presumed Address of A Member

Any notice or resolution sent to a Member may be sent to such Member at the address of the CDSB for which the Member is a Trustee, whether or not such Member has provided another address to the Corporation, and so sending shall constitute notice as if the notice or resolution had been sent in an envelope individually addressed to the Member.

18.3 Computation of Time

In computing the date when notice must be given under any provision of the By-law requiring a specified number of days’ notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

18.4 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members, annual, general, regional, special meeting or other, or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

19. USE OF ROBERTS RULES OF ORDER

Subject to all requirements of law, and subject to any specific provision set out in the By-laws, meetings of the Members, the Board and Committees shall be conducted in accordance with the rules and practice contained in the current edition of Robert’s Rules of Order Newly Revised as far as applicable.

20. AMENDMENT TO THE BY-LAWS

The Board may pass, amend or repeal this By-law by Ordinary Resolution, except where to do so is contrary to the Act, provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members’ meeting, and the Members may confirm, reject, amend or repeal the revised By-law by Ordinary Resolution.

Any amendment to the By-law by the Board shall take effect from the date of the Ordinary Resolution of the Board, but shall cease to be in effect as of the date of the next Members’
meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such
amendments are rejected by the Members.

Notice of any such changes, including the complete text of the previous and revised version of
the By-law, must be given to the Members at least thirty (30) days before the meeting at which
the amendment or amendments will be voted upon.

21.  **REPEAL OF PRIOR BY-LAWS**

21.1  **Repeal**

Subject to the provisions of Section 21.2 and 21.3 hereof, all prior By-laws, resolutions and
other enactments of the Corporation heretofore enacted or made are repealed.

21.2  **Exception**

The provisions of Section 21.1 shall not extend to any By-law or resolution heretofore enacted
for the purpose of providing to the Board the power or authority to borrow.

21.3  **Proviso**

Provided however that 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.

22.  **EFFECTIVE DATE**

22.1  **Coming into force**

This By-law shall come into force with no further formality on the later of:

22.1.1  the date approved by Ordinary Resolution, and

22.1.2  the coming into force of the Ontario *Not-for-Profit Corporations Act*.

**ENACTED** as a By-law of the *Ontario Catholic School Trustees’ Association* and sealed
with the corporate seal the _____ day of ____________________, 2014.

________________________________________  Secretary

**CONFIRMED** by the Members in accordance with the *Not-For-Profit Corporations Act* (Ontario)
on the _____ day of ______________________, 2014.

________________________________________  Secretary