



**Waterloo Catholic
District School Board**
Quality, Inclusive, Faith Based Education

General Board Operational and Procedural By-law

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ARTICLE 1 INTERPRETATION

1.1 Definitions and Meaning of Terms

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

1.1.1 the singular includes the plural;

1.1.2 “Act” means the *Education Act* as amended from time to time;

1.1.3 “Board” means the Waterloo Catholic District School Board which, in accordance with the Act, is a Roman Catholic School Board in union with the See of Rome and represents Waterloo Region;

1.1.4 “Committee of the Whole Board” is a Committee constituted of all members of the Board;

1.1.5 “Chair” means the Chair of the Board.

1.1.6 “Committee” means any special, advisory, task force or ad hoc committee established by the board;

1.1.7 “Conflict of Interest” means a direct or indirect pecuniary interest as defined by the *Municipal Conflict of Interest Act* as amended from time to time.

1.1.8 “CEO” means the Director of Education who is Chief Executive Officer and Chief Education Officer of the school system, and Secretary of the Board;

1.1.9 “CFO” means the Superintendent of Business who is Chief Financial Officer of the school system, and Treasurer of the Board;

1.1.10 “In-Camera” means a meeting of a committee from which the public is excluded pursuant to the *Education Act*;

1.1.11 “Inaugural Meeting” means the first meeting of a newly elected BOARD to be held following a municipal election and the commencement of the term of office;

1.1.12 “Meeting” includes a meeting of the board and of a committee, regular or special;

1.1.13 “Student Trustee” means a student elected by his/her peers to represent pupils on the Board in accordance with the Act and Regulations;

1.1.14 “Trustee” means a person elected, acclaimed or appointed to the office of Trustee of the Board pursuant to the provisions of the *Municipal Elections Act*;

1.1.15 “Vice-Chair” means the Vice-Chair of the Board;

1.1.16 “Year” means, unless qualified by the word “calendar” or “school”, the period commencing on the 15th of November and ending on the 14th of November.

1.2 Voting

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

1.3 Calculation of Majorities

Whenever in the By-laws of the Board there is provision for a majority of Trustees, such majority shall be calculated as a simple majority of Trustees present and eligible to vote; and where there is provision for a majority of all Trustees, such majority shall be calculated as a simple majority of all Trustees regardless of absences or vacancies in office.

ARTICLE 2 INAUGURAL MEETING OF THE BOARD

2.1 Date of INAUGURAL MEETING

The Inaugural Meeting of the Board shall be held no later than seven (7) days following the commencement of the Board's term of office as outlined in the Act.

2.2 Purpose of INAUGURAL MEETING

The purpose of the Inaugural Meeting shall be to fulfil the requirements of the Act and Regulations, including the election of the Chair and Vice-Chair.

2.2.1 Provided, however, that the Trustees may, at the Inaugural Meeting, consider any other business that, in the opinion of the CEO, requires action by the BOARD as a matter of urgency.

2.3 Presiding Officer at the INAUGURAL MEETING

The Presiding Officer at the Inaugural Meeting shall be the CEO, or in the absence of the CEO, their designate, until the Chair is elected.

2.4 Procedure for Election of Officers at the INAUGURAL MEETING

2.4.1 The Presiding Officer shall proceed first with the election of the Chair and then Vice-Chair.

2.4.2 Nominations for the offices of Chair and Vice-Chair shall be received verbally from those Trustees present at the Inaugural Meeting. Immediately after each nomination, the nominee shall confirm whether the nominee wishes to accept or decline the nomination. Voting shall be by show of hands. As soon as a nominee receives a majority of the votes of all Trustees, the Presiding Officer shall announce the vote and declare the Trustee elected to office.

2.4.3 Should no nominee receive the votes of a majority of all Trustees, the Presiding Officer shall call for a further vote, provided that:

2.4.3.1 the name of any nominee receiving no votes, and the name of the nominee otherwise receiving the least number of votes, shall be dropped;

2.4.3.2 if two or more nominee are tied for the least number of votes, they shall draw lots to determine which nominee shall remain.

2.4.4 If, after the further vote, a nominee has received the votes of a majority of all Trustees, the Presiding Officer shall declare the Trustee elected to Office. The process shall continue until a nominee has received the votes of a majority of all Trustees or there is a tie vote for two remaining nominees.

2.4.5 In the case of a tie vote, the remaining nominees shall draw lots in accordance with the Act.

2.5 Election of Officers – at times other than the INAUGURAL MEETING

2.5.1 At the first meeting of each Year and at the first Meeting after a vacancy occurs in the office of Chair, the Trustees shall elect one of themselves to be Chair.

2.5.2 At the first meeting of each Year and at the first opportunity, with the consensus of the board, but no later than the subsequent meeting after a vacancy occurs in the office of Vice-Chair, the Trustees shall elect one of themselves to be Vice-Chair.

2.5.3 For the purposes of this subsection 2.5, the process outlined in Sections 2.3 and 2.4 shall apply.

ARTICLE 3 MEETINGS

3.1 Regular BOARD MEETINGS

The Regular Meetings of the Board shall be held at the business office of the Board at 6:00 p.m. in the evening:

3.1.1 the regular Meeting of the Board for the month of December shall be held on a Monday preceding the Christmas break;

3.1.2 the regular Meeting of the Board for the months of September through June shall be held on the fourth Monday of the month;

3.1.2.1 Provided that if any such Monday falls on a statutory or civic holiday, such Meeting shall be held at the same hour on a Monday preceding or following the statutory holiday;

3.1.3 there shall be no regular Meetings scheduled from July 1st to August 31st.

3.2 Special BOARD MEETINGS

The Chair shall call a Special Meeting of the Board or Special Meeting of the Committee of the Whole Board, including In Camera:

3.2.1 at any time determined by resolution of the Board at the date and time so determined;

3.2.2 at the date and time fixed by the Chair within seven calendar days of receipt of the written request of five Trustees;

and, may call a Special Meeting of the Board or Special Meeting of the Committee of the Whole Board, including In-camera at a date and time fixed by the Chair.

3.3 COMMITTEE OF THE WHOLE BOARD

The Committee of the Whole Board, including the Committee of the Whole Board-In Camera, and all Committees of the Board meet for the purpose of discussion and debate on any subject before the Board, do not make decisions, they make recommendations to the Board.

3.4 Seating At BOARD MEETINGS

As far as practicable, at all Regular or Special Board Meetings, the Chair shall be seated at the mid-point of the boardroom table with the Director to the right of the Chair, the Recording Secretary to the left of the Chair, the Vice-Chair to the immediate right of the Director, and the remaining Trustees seated alphabetically by surname starting at the immediate right of the Vice-Chair. Student Trustees shall be seated next to their Trustee-mentors.

3.5 Seating at MEETINGS of COMMITTEES

There shall be no formal seating plan for Meetings of Committees.

3.6 Presiding Officer

3.6.1 The Chair, when present, shall preside at all Meetings of the Board and Committee of the Whole.

3.6.2 The Vice-Chair when present shall preside at all meetings of Committee of the Whole In camera.

3.6.3 In the absence of the Chair, the Vice-Chair shall preside at Meetings of the Board and Committee of the Whole.

3.6.4 In the absence of the Chair, and the Vice-Chair, another Trustee selected by the Trustees present shall preside at Meetings of the Board or Committee of the Whole subject to the provisions of section 3.9.

3.7 Notice of MEETINGS

3.7.1 No formal notice of Regular Meetings of the Board and of the Committee of the Whole Board shall be required, but a written or electronic reminder of each Meeting shall be circulated to each Trustee not less than forty-eight hours in advance of each Meeting. A notice shall also be placed on the Board web page.

3.7.2 Written notice of every Special Meeting of the Board and of the Special Committee of the Whole Board shall be given by delivery or by electronic means to each Trustee at least forty-eight hours prior to the time of the Meeting. A notice shall also be placed on the Board web page. Forty-eight hour limit may be waived provided every reasonable effort is made to contact Trustees.

3.7.3 The notice of every Special Meeting of the Board and the Special Committee of the Whole Board shall state all business to be transacted or considered, and notwithstanding any other by-law, no other business will be considered unless all Trustees who are eligible to vote on the matter are present at the Meeting and unanimously agree to consider the other business.

3.7.4 The Director of Education, in consultation with the Chair of the Board, may cancel a Standing Committee or Board Meeting due to expected lack of quorum; or in instances of inclement weather where it is determined that the safety of trustees and staff would be in question for travelling purposes. Trustees will be contacted as soon as the decision has been made to cancel a meeting.

3.8 Quorum for MEETINGS

3.8.1 A majority of all Trustees of the Board shall constitute a quorum for Meetings of the Board and of the Committee of the Whole Board.

3.8.2 A majority of Trustees who are members of a Committee composed of only Trustees shall constitute a quorum for Meetings of the Committee.

3.8.3 When a Trustee or Trustees declare pecuniary interests under the Municipal Conflict of Interest Act, the number of Trustees that constitutes a quorum in 3.9.1 and 3.9.2 is adjusted as directed by the Municipal Conflict of Interest Act.

3.8.4 Whenever a quorum is not present at a Meeting, the Meeting shall stand adjourned without further formality.

3.9 Length of MEETINGS

No Meeting shall continue in session for more than three (3) hours.

3.9.1 Provided that notwithstanding what is otherwise set out in this Section 3.10, upon consent of a majority of Trustees eligible to vote who are present, a Meeting may be extended beyond the limits otherwise provided.

3.10 Closing of Certain MEETINGS

In accordance with the Act, a Meeting of a Committee of the Board, including a MEETING of the Committee of the Whole Board, may be closed to the public when the subject matter under consideration involves:

3.10.1 the security of the property of the Board;

3.10.2 the disclosure of intimate, personal or financial information in respect of a Trustee; an employee or prospective employee of the Board; a pupil or his or her parent or guardian;

3.10.3 the acquisition or disposal of a school site;

3.10.4 decisions in respect of negotiations with employees of the Board; and,

3.10.5 litigation affecting the Board, and privileged legal communications.

3.11 Rules of Order

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

3.11.1 Provided that in all cases for which no specific provision is made in these By-laws, the rules and practice of a current edition of Robert's Rules of Order shall govern.

3.12 Agenda for Regular MEETINGS

The order of business for regular Meetings of the Board that are open to the public shall appear as follows:

1. Call to Order
 - 1.1 Opening Prayer and Memorials
 - 1.2 Territorial Acknowledgement
 - 1.3 Approval of Agenda
 - 1.4 Declaration of Pecuniary Interest
2. Consent Agenda: CEO (Operational matters from the Ministry of Education that the Board is required to do)
3. Consent Agenda: Board (Approval of minutes of meetings, staff report)
4. Delegations
5. Advice from the CEO
6. Ownership Linkage (Communications with external environment)
7. Reports from Board Committees/Task Forces
8. Board Education (at the request of the Board)
9. Policy Discussion
10. Assurance of Board Performance (monitoring)
11. Assurance of Successful CEO Performance (monitoring)
12. Potential Agenda Items/Shared Concerns/Report on Trustee Inquiries
13. Announcements (Upcoming Meetings/Pending Items)
14. Items for Next Meeting Agenda
15. Confirm decisions made at this meeting
16. Closing Prayer
17. Motion to Adjourn

3.13 Alteration on Consent

The order of the agenda may be altered with the consent of a majority of the Trustees present at a Meeting and eligible to vote.

3.14 Application to Special MEETINGS

The provisions of Section 3.13 apply with necessary modifications for Special Meetings of the Board.

3.15 Application to IN CAMERA MEETINGS

The provisions of Section 3.13 apply with necessary modifications for the Committee of the Whole Board –In Camera Meetings that are not open to the public.

3.16 Placing Matters on the Agenda

No matter will be placed on the Agenda of a Meeting of the Board unless:

3.16.1 with the majority affirmative votes of the Trustees present and eligible to vote on the matter;

3.16.2 it is a matter that is part of the Board job description as outlined in Board policy and contained under the agenda headings outlined in Section 3.13 of the By-law;

3.16.3 it is a Notice of Motion as prescribed in Section 4.1 of the By-law;

3.16.4 it is a matter requested by a Trustee to be placed on the agenda after the Trustee has followed the Trustee Inquiry process outlined in Section 3.18 of the By-law, or

3.16.5 it is a matter that, in the opinion of the CEO or Chair, requires action by the Board as a matter of urgency.

3.17 TRUSTEE Inquiries

Prior to placing a matter as an agenda item,

3.17.1 issues related to a violation of Board Policy must have previously been discussed with the Chair;

3.17.2 matters pertaining to the operations of the school system must have previously been directed to the CEO; and

3.17.3 Trustees shall follow the protocol outlined in Section 3.19.

3.18 Protocol for TRUSTEE Inquiries

The following protocol for Trustee inquiries shall be followed:

3.18.1 inquiries will be made of the Chair and/or CEO as appropriate; inquiries must be in sufficient detail to enable the Chair and/or CEO to respond in a reasonable manner;

3.18.2 where appropriate, the Chair or CEO may request that a Trustee provide the inquiry in writing;

3.18.3 if, after receiving the information from the Chair and/or CEO as appropriate, the Trustee believes the item should be raised with the Board, the Trustee may request that the Chair place the item on the agenda of the next Regular Board Meeting or Committee of the Whole Board or Committee of the Whole Board – In Camera, as appropriate.

3.19 Delivery of Agenda for BOARD MEETING

The Agenda for every Meeting, together with notice or reminder of such Meeting, shall be delivered electronically, to each Trustee, and posted on the Board website a minimum of seventy-two (72) hours in advance of such Meeting.

3.20 Delivery of Agenda for COMMITTEE MEETING

The agenda for every Committee Meeting that is not closed to the public, together with notice or reminder of such Meeting shall be delivered electronically, to each Committee member, and posted on the Board website a minimum of seventy-two hours in advance of such Meeting (3 calendar days).

Deadline for Including Matters on the Agenda

The deadline for including matters on the agenda for the next Meeting of the Board shall be 9:00 a.m. on the Monday preceding the next regularly scheduled Meeting of the Board.

ARTICLE 4 BOARD MEETING PROCESS

4.1 Notice of Motion for a BOARD MEETING

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

4.1.1 shall be wholly in writing;

4.1.2 shall be accompanied by an explanatory notice;

4.1.3 shall be delivered to the Secretary of the Board;

4.1.4 shall, after its appearance on the Agenda, be taken as read unless any Trustee requests that it be read in full;

4.1.5 shall be referred by resolution of the Board to a Meeting of the Committee of the Whole Board or an appropriate Committee;

4.1.6 shall not be the subject of any debate or comment at the Meeting at which it is introduced unless consent is provided by a majority vote of Trustees present and eligible to vote;

4.2 CEO Monitoring Reports

Where the Board receives from the CEO a monitoring report that flows from a responsibility delegated to the CEO under Board Policy – except where approval is required by the Board 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 CEO, subject in all instances to what otherwise actually occurred.

4.3 Speaker to Await Recognition

Any Trustee wishing to speak at a Meeting shall await recognition by the Chair.

4.4 Methods of Decision-Making

Every matter considered by the Board shall be disposed of by a vote of all those present and eligible to vote on the matter in one of the following ways with preference given to the following sequence:

- 4.4.1 The Board shall always attempt to reach decisions through consensus;
- 4.4.2 by show of hands in the affirmative and in the negative;
- 4.4.3 by a recorded vote where the Chair calls the name of the individual Trustees who respond indicating whether they are in favour or opposed to the matter under discussion.

4.5 Clear Statement of Direction Required

All matters before the Board whether the outcome of the decision-making process is determined by consensus or by a vote must be presented to the Trustees as a clear statement of direction. The direction or the motion must be read by the Chair of the Meeting to the Trustees present before any decision is made.

4.6 Result of Consensus Decision-making Process

The Chair of the Meeting shall announce the result of the consensus decision-making process and ask Trustees present and eligible to decide on the matter if they agree with the direction.

4.7 Minutes When Consensus Reached

When a decision is reached by consensus, the minutes of the Meeting shall indicate a decision by consensus with the notation in the minutes that consensus means the decision was supported by all Trustees present and eligible to vote on a matter.

4.8 Minutes When Decision-Making by Vote

When a decision is reached by a vote, the minutes of the meeting shall indicate a decision by vote using Roberts Rules of Order as and when necessary.

4.9 No Reconsideration in Same YEAR

Any matter which has been decided upon by the Board shall not be placed on the Agenda of the Board during the same school Year unless:

- 4.9.1 a motion to reconsider the matter is made by a Trustee who voted on the prevailing side of the motion sought to be reconsidered; and
- 4.9.2 by an affirmative vote of the majority of all Trustees of the Board entitled to vote thereon.

4.10 Motion to Reconsider

A motion to reconsider is debatable and once adopted, places before the Trustees the original motion on which the vote is to be reconsidered, and Trustees may:

4.10.1.1 without debate, simply vote again on the original motion; or

4.10.1.2 amend the original motion and vote on the amended motion; or

4.10.1.3 make a motion to rescind the original motion.

4.11 Voting Compulsory

Whenever a vote is required, every Trustee present when a vote is taken, including the Chair but excluding any Trustee who has declared a direct or indirect pecuniary interest as required by the Municipal Conflict of Interest Act, shall vote on all questions on which the Trustee is entitled to vote and abstentions are not permitted.

4.12 Compliance with Municipal Conflict of Interest Act

Where a direct or indirect pecuniary interest is declared, the Trustee shall act in accordance with the Municipal Conflict of Interest Act.

4.13 Motion Lost on Equality of Votes

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

ARTICLE 5 DELEGATIONS

5.1 Protocol for Delegations

The Board recognizes that need to foster effective communication between the educational system and the community. At each public meeting of the Board members of the community will be provided with an avenue to speak to public education-related topics that are important to either them, or regarding the system as a whole.

The Board agenda will provide for Delegations, all of which shall comply with the following:

5.1.1 in order to appear as a delegation, the individual or group must contact the Secretary of the Board by 9:00 a.m. the Monday preceding the next Regular Meeting of the Board or Meeting of Committee of the Whole Board;

5.1.2 the individual or group must indicate to the Secretary of the Board the name(s) of the individual(s) who will appear as a delegation.

5.1.3 the individual(s) speaking for the delegation must provide the Secretary of the Board:

5.1.3.1 Full name, and the names of all members of the delegation

5.1.3.2 Contact Information (including telephone number, email and home address)

5.1.3.3 an electronic copy or written copy of the presentation for inclusion in the agenda package by 9:00 a.m. on the Tuesday prior to the Meeting or the delegation

will not be accepted for the upcoming agenda. The presentation will appear as part of the support material for the Meeting at which the presentation is made.

5.1.4 An individual or group may present as a delegation to the Board no more often than once in every three (3) months. The months of July and August will not be included in calculating this timing.

5.1.5 Requests will be denied if the requestor(s) has presented on the same topic within the previous 12 months, or if the subject matter is not within the jurisdiction of the Board. Such requests may instead be provided as a written submission to Trustees.

5.1.6 Delegation presentations will be reviewed by the Chair and the Secretary of the Board (or designate) to ensure that they meet the requirements of Article 5: Delegations.

5.1.6.1 If, in the opinion of the Chair and the Secretary of the Board, the delegation request should be denied, the Secretary of the Board (or designate) shall advise the requestor (in writing) that their delegation request has been denied and provide rationale. This decision is final. Trustees will be informed of the decision.

5.1.7 The Chair of the Meeting at which the delegation appears will recognize only the spokesperson as the representative of any group delegation.

5.1.8 Time Allotment

5.1.8.1 A delegation will be accorded up to ten minutes in order to make its presentation before the Board.

5.1.8.2 A maximum of four (4) delegations will be allowed per meeting.

5.1.9 Trustees may ask questions of clarification of the delegation.

5.1.10 Delegates will receive a written response from the appropriate party within thirty (30) days. The months of July and August will not be included in calculating this timing.

5.1.11 Where there are multiple delegations on the same topic, the Chair of the Meeting may require that presentations be combined or reduce the time of the presentations.

5.1.12 Where a matter presented by a delegation deals with a topic that should properly be considered by the Committee of the Whole Board – In Camera, the Chair of the Meeting shall direct that the matter be discussed in Committee of the Whole Board – In Camera.

5.1.13 The Chair of the Meeting may terminate a presentation that deviates materially from the topic of the presentation.

5.1.14 The spokesperson(s) for a delegation shall refrain from the use of abusive or derogatory language at all times including written and oral remarks; and the Chair of the Meeting may expel or exclude from any Meeting any person(s) who engage in this or any other form of improper conduct.

5.1.14.1 In accordance with the *Municipal Freedom of Information and Protection of Privacy Act* (MFIPPA), presenters must ensure that no student or staff member is

identified by name, or by specific comments that could identify a student or staff member.

5.1.14.2 Presentations shall be free of statements or materials that are contrary to the Ontario Human Rights Code, other laws of Ontario and Canada, and the policies of the Board.

5.1.15 Decisions In Respect of Issues Raised

Once the Board has made a decision on a matter raised by a delegation or delegations, the Board will not entertain a further delegation on substantially the same issues within the ensuing six (6) month period, unless:

5.1.15.1 The Chair and Secretary of the Board is of the opinion that there is sufficient new information to warrant a review; or

5.1.15.2 The Board has agreed to re-open the matter.

5.1.16 Each delegation, at the time of registration with the Secretary of the Board, shall receive a copy of this Section of the By-law.

5.1.17 Since a Trustee is permitted to place a matter on the Agenda under Section 3.17, and is permitted to make inquiries under Section 3.18, a Trustee shall not be permitted to appear before the Board as a delegation.

5.1.18 With respect to delegations from Board employees, where the submission is, or relates to, a matter:

5.1.18.1 that is personal to the speaker, there shall be no special restrictions;

5.1.18.2 that is or may be dealt with under a Collective Agreement to which the Board is a party, such submission shall be dealt with in accordance with the provisions of such Collective Agreement.

5.1.19 Delegations concerning accommodation and/or boundary review will not be heard at the Meeting at which the final decision will be made.

ARTICLE 6 COMMITTEES/TASK FORCES

6.1 BOARD May Establish COMMITTEES/TASK FORCES

The Board may choose to execute its functional responsibilities through standing and ad-hoc Committees/Task Forces that are consistent with the Act and Regulations.

6.2 Membership and Mandate

The membership, mandate, term and reporting expectations for every Committee/Task Force established under this Article 6 shall be consistent with the Act and shall be approved by the Board, and, within this context:

6.2.1 A Committee/Task Force instituted by the Board through Board Policy shall function according to the other provisions of the Board By-laws with necessary modifications;

- 6.2.2 each Trustee shall be expected to serve on at least one Committee/Task Force;
- 6.2.3 the chair of a Committee/Task Force, if not elected annually by the committee, shall be appointed by the Board Chair;
- 6.2.4 no Trustee shall be a member of a Committee/Task Force where the Trustee has or is likely to have a Conflict of Interest.

ARTICLE 7 OFFICERS

7.1 Officers Named

The Officers of the Board shall be:

- 7.1.1 the Chair;
- 7.1.2 the Vice-Chair;
- 7.1.3 the CEO who shall also be Secretary of the Board;
- 7.1.4 the CFO shall hold the office of Treasurer of the Board and, when exercising such office, shall be known as Treasurer of the Board.

7.2 Duties of the CHAIR

The Chair, in addition to those duties assigned under provincial legislation, Board Policy, and these By-laws shall:

- 7.2.1 preside at all Meetings of the Board and conduct them according to the By-laws;
- 7.2.2 be a signing officer of the Board as prescribed in the By-laws;
- 7.2.3 approve the draft agenda of Board Meetings;
- 7.2.4 be a member ex-officio of all Board Committees;
- 7.2.5 perform all other functions customarily performed by a Chair of a School Board, and those expressly delegated to the Chair by the Board; and may:
 - 7.2.6 call special Meetings of the Board; and
 - 7.2.7 issue statements to the public media on behalf of the Board.

7.3 Duties of the VICE-CHAIR

The Vice-Chair, in addition to those duties assigned under provincial legislation, Board Policy, and the By-laws shall:

- 7.3.1 in the absence of the Chair, or in the event of the inability of the Chair to act, assume any or all of the duties of the Chair, except those which are precluded by law, By-law or regulation; and whenever the Vice-Chair assumes any duty of the Chair, the absence or inability to act of the Chair shall be conclusively presumed;

- 7.3.2 be a signing officer of the Board as prescribed in the By-laws;
- 7.3.3 normally, preside at all Meetings of the Committee of the Whole Board – In Camera and conduct them according to the By-law; and
- 7.3.4 perform all other functions customarily performed by a Vice-Chair of a School Board, and those expressly delegated to the Vice-Chair by the Board.

7.4 Duties of CEO

The Board will instruct the CEO through written policies, delegating implementation to the CEO. In addition to those duties assigned under provincial legislation, Board Policy, and the By-laws, the CEO is the Chief Executive Officer and Chief Education Officer of the school system. The CEO

- 7.4.1 is accountable to the Board acting as such.
- 7.4.2 may use any reasonable interpretation of the Board's Aims/Ends and Executive Limitations policies;
- 7.4.3 is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities; and
- 7.4.4 shall also hold the office of Secretary of the Board and, when exercising such office, shall be known as Secretary of the Board.

7.5 Duties of the Secretary of the BOARD

The Secretary of the Board, in person or by delegate, in addition to those duties assigned under the provincial legislation and the By-laws, shall:

- 7.5.1 attend all Meeting of the Board and of Committees.
- 7.5.2 prepare minutes of all Meetings;
- 7.5.3 keep records as required by law and subject to the directions of the Board;
- 7.5.4 conduct the official correspondence of the Board;
- 7.5.5 receive and pass on to the Board, Committee of the Whole Board or the relevant Committee, all correspondence, petition and reports of other officials;
- 7.5.6 prepare, in consultation with the appropriate Chair, the draft agenda of all Meetings of the Board, the Committee of the Whole Board and each Committee;
- 7.5.7 maintain an up-to-date policy register;
- 7.5.8 maintain charge of all correspondence, reports and other documents;
- 7.5.9 promulgate all orders, policies and other directions of the Board and other matters in accordance with requirements of the law;
- 7.5.10 act as the “head” of the organization for the purpose of the Municipal Freedom of Information and Protection of Privacy Act; and

7.5.11 bring to the attention of the Board any matter in respect of which, in the opinion of the Secretary, it may be necessary or useful for the Board to be aware.

7.6 Duties of the Treasurer of the BOARD

The Treasurer of the Board, in addition to those duties assigned under provincial legislation, Board Policy, and otherwise in the By-laws, shall:

7.6.1 submit to the Board annually a statement of estimated revenue and expenditures;

7.6.2 prepare annual financial statements and arrange for the audit by the auditors appointed by the Board;

7.6.3 report annually to the Board particulars of existing insurance and fidelity bonds expiring during such Year with recommendations for renewal;

7.6.4 report to the Board from time to time and as requested by the Board on all financial matters.

7.7 Removal of Officers

Subject to any requirements of law and employment contracts, the Board may at any time, upon a majority vote of all Trustees of the Board, remove any officer(s) of the Board.

ARTICLE 8 TRUSTEE VACANCY

8.1 Vacancy Filled by Appointment

If, more than one month before the next election, the office of a Trustee becomes vacant before the end of the Trustee's term, the remaining Trustees shall appoint a qualified person to fill the vacancy within ninety (90) days after the office becomes vacant, provided that a majority of the total number of Trustees remains in office.

8.2 Vacancy Within One Month Before Next Election

When the vacancy occurs within one month before the next election, the vacancy shall not be filled.

8.3 Process to Fill Vacancy

Trustees have the discretion to decide the process which will be used to fill the vacancy. They may appoint a qualified individual of their choosing, request applications or require that an election be held.

8.3.1 Should Trustees decide to accept applications from the public, the process shall be governed as outlined below.

8.3.1.1 The Secretary of the Board shall advertise the office, qualifications and deadlines in a newspaper having circulation in the area to be represented and in the parishes located in the area.

8.3.1.2 A committee (consisting of staff and at least two trustees) established by the Board shall review the qualifications of all applicants and report to the Board.

8.3.1.3 Qualified applicants will be interviewed by the Committee of the Whole Board open to the public at a date and time determined by the Chair in consultation with the Secretary of the Board.

8.3.2 Optional Election

Notwithstanding the above if the conditions set out in Section 221 of the Act are met, the remaining Trustees may by resolution require that an election be held in accordance with the *Municipal Elections Act* to fill a vacancy.

8.4 Selection of Candidate

Selection of a candidate shall be made in the manner prescribed in subsection 4.4.3 at a regular or Special Meeting of the Board not later than ninety (90) days after the office became vacant.

8.5 Candidate to Take Office

The candidate appointed or elected to fill the vacancy shall take office make the declaration and Oath of Office required by *Section 209* of the Act, on or before the day of the first Meeting of the Board that the person attends, and shall hold office for the remainder of the term of the Trustee who vacated the office.

ARTICLE 9 EXECUTION OF DOCUMENTS

9.1 BOARD Seal

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

9.2 Seal Record

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

9.3 Signing Authorities

All deeds, conveyances, mortgages, bonds, debentures, agreements, documents, contracts approved by the Board shall be sealed, as required, with the seal of the Board and signed by:

9.3.1 the CEO, or in the absence of the CEO, the Acting CEO

9.3.2 together with: the CFO/Treasurer of the Board, or the Chair, or the Vice-Chair.

9.4 Minutes of MEETINGS

The Chair or other presiding Trustee and the Secretary of the Board shall sign the minutes of all Meetings of the Board and all Committee of the Whole Board – In Camera.

9.5 By-laws and Policies

The Chair of the Governance Committee will ensure that every By-Law and Policy upon adoption or revision is properly posted to the Board's website.

9.6 Certification of Documents

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

9.7 Execution Not under Seal

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

9.8 Endorsement for Deposit

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

9.9 Signatures by Reproduction

Signatures of persons authorized to sign may be mechanically reproduced as provided by the Act.

ARTICLE 10 DEVELOPMENT OF AND CHANGES TO BOARD POLICY

10.1 Policy Approval or Change After Notice

Policy of the Board may be established or amended from time to time at a Meeting of the Board (such Meeting hereinafter referred to as the "later Meeting") upon the affirmative vote of the majority of Trustees of the Board entitled to vote thereon provided:

10.1.1 written notice proposing the policy or amendment, that has not been vetted at Governance Committee, shall have been given at a Meeting held prior to the later Meeting;

10.1.2 the text and a brief statement of intended purpose of the policy or amendment shall have been included in the notice;

10.1.3 the text of the policy or amendment as so enacted is substantially the same as the text set out in the notice.

10.2 Policy Approval or Change Without Notice

A policy may be approved or changed without prior notice if:

10.2.1 a majority of all Trustees who are eligible to vote on the matter approve dealing with the matter at the Meeting at which the matter is introduced; or

10.2.2 it is a matter that, in the opinion of the CEO, requires action by the Board as a matter of urgency; and

10.2.3 a majority of all Trustees who are eligible to vote on the matter approve the policy or policy change.

ARTICLE 11 AMENDMENTS TO BY-LAWS

11.1 Amendment After Notice

By-laws of the Board may be amended from time to time at a Meeting of the Board (such Meeting hereinafter referred to as the “later Meeting”) upon the affirmative vote of the majority of all Trustees of the Board entitled to vote thereon provided:

11.1.1 written notice proposing the amendment shall have been given at a Meeting held prior to the later Meeting;

11.1.2 the text and a brief statement of intended purpose of the amendment shall have been included in the notice;

11.1.3 the text of the amendment as so enacted is substantially the same as the text set out in the notice.

11.1.4 To adopt an amendment, alteration or addition to any By-law will require the support of two-thirds majority of all Trustees present at the Board meeting.

11.2 No Amendment Without Notice

The By-laws of the Board shall not be amended except on notice as outlined in Section 11.1 of the By-law.

11.3 Reading

All amendments to the By-laws or new By-laws of the Board will be read or deemed to have been read three times before the vote is taken.