



BOARD (PUBLIC) Report 18-105

30 October 2018

Proposed Revisions to the OCDSB By-laws and Standing Rules and Policy P.012 Board Governance

Key Contact: Michele Giroux, Executive Officer, Corporate Services, (ext. 8607)

PURPOSE:

1. To propose revisions to the Board's By-laws and Standing Rules and Policy P.012.GOV Board Governance with respect to the Agenda Planning Committee.

CONTEXT:

2. The Agenda Planning Committee (APC) was created as a special purpose committee by resolution at the Board meeting of 12 June 2012 at the time of approving the implementation of a Committee of the Whole model for Board governance.

Section 9.5 (b) of the By-Laws sets out the mandate, membership, and frequency of meetings. Members of APC include the Chair and Vice-Chair, one trustee elected at large, one trustee alternate, and the Director of Education. The mandate of the APC was determined by resolution: "to facilitate the development of the annual agenda cycle and governance priorities, monitor the application of Board governing policies, review meeting agendas for compliance, timing and content, and review monthly meeting feedback and annual evaluation."

A recent review of the legislative authority for the Committee identified a need to revise how APC is addressed in the Board By-laws. This report outlines a draft by-law change which would allow for the work done at APC to continue within the legislative authority of the Board.

KEY CONSIDERATIONS:

3. Role of the Chair
The Education Act (Section 218.4) establishes the duties of the Chair which includes the following:

- 218.4** In addition to any other duties under the Act, the chair of a board shall,
- a) preside over meetings of the board;
 - b) conduct the meetings in accordance with the board's procedures and practices for the conduct of board meetings;
 - c) establish agendas for board meetings, in consultation with the board's director of education or the supervisory officer acting as the board's director of education;
 - d) ensure that members of the board have the information needed for informed discussion of the agenda items;
 - e) act as spokesperson to the public on behalf of the board, unless otherwise determined by the board;
 - f) convey the decisions of the board to the board's director of education or the supervisory officer acting as the board's director of education;
 - g) provide leadership to the board in maintaining the board's focus on the multi-year plan established under section 169.1;
 - h) provide leadership to the board in maintaining the board's focus on the board's mission and vision; and
 - i) assume such other responsibilities as may be specified by the board. 2009, c. 25, s. 25.

The authority for setting agendas is clearly established in section (c) as a responsibility of the Chair of the board, in consultation with the board's Director of Education.

In a recent discussion with legal counsel regarding the authority for committees of the Board, staff became aware that the current structure of the Board By-laws relating to the Agenda Planning Committee may actually infringe of the legal authority and duty of the Chair to set agendas. Essentially, the Board does not have the ability to reassign the legal responsibility of the Chair for agenda setting to a committee of the Board. In addition, setting up APC as a committee of the Board extends to it requirements relating to the calling of meetings, voting, minute taking, etcetera which are not consistent with the function of agenda planning. For example, as a committee of the Board, procedural rules apply regarding motions and voting, but APC is not in the practice of requiring motions and voting to approve the planning of the agenda.

Recognizing the value of the work of the Agenda Planning Committee, staff consulted with counsel to develop some alternate language for the by-laws which would allow for the work done by APC to continue, but in a manner that was within our legislative authority.

4. Proposed Revisions

To be fully compliant with the *Education Act* with respect to duties of the Chair, and the requirement for notice of public and in camera meetings of the Board or its committees, staff is proposing changes to the OCDSB By-Laws and Standing Rules and Policy P.012.GOV Board Governance which would be effective 30 November 2018. Under these changes, the Board would still annually appoint a trustee and an alternate trustee who would consult with the Chair and Vice Chair

on the setting of agendas. However, the authority for this would be addressed under the Meetings section of the By-laws rather than under the Committee section of the by-laws. Specifically, the following changes are proposed:

- a) To delete Sections 9.5 (b), and 11.7 of the Board By-laws with respect to the Agenda Planning Committee and add a new section (proposed Section 8.8) which recognizes of the value and importance of agenda planning and the setting and monitoring of governance priorities; and provides for the annual appointment of one trustee at large and one alternate trustee to work with the Chair and Vice Chair to ensure effective agenda planning;
- b) Revise Section 6.2 (a) to clarify the duties of the Chair with respect to agenda planning for all regular, special or extraordinary meetings of the Board and Standing Committees; and
- c) Revise the duties of the Chair in Section 4.20 (c) of Policy P.012.GOV Board Governance to provide the opportunity for the Chair to informally consult with the Director of Education, and as appropriate the Vice-Chair of the Board and a duly appointed Board member at large or alternate.

The member at large, and an alternate, would be appointed or elected by the Board at the annual organizational meeting. These changes would respect both the role and responsibility of the Chair as provided in the Education Act and the legislative requirements with respect to meetings.

5. Additional Housekeeping Changes to OCDSB By-Laws and Standing Rules
Clarify that the Vice-Chair is responsible for chairing both Committee of the Whole meetings and In Camera Board meetings.

- a) This can be achieved by revising the Duties of the Vice-Chair, Section 6.3 (b), to replace “meetings of the Board when meeting as Committee of the Whole” with “Committee of the Whole and meetings of the Board *in camera*”; and
- b) Revising Section 9.3 (f) to clarify the role of the Vice Chair with respect to presiding over Committee of the Whole and Board in camera meetings;
- c) There are some minor clarifications to Sections 9.5 (d) and (e) to identify the policies governing the Advisory Committees to the Board.

The proposed revisions to the above-noted sections of the OCDSB By-Laws and Standing Rules are attached as Appendix A. Also attached is a companion revision to Policy P.012.GOV Board Governance, which are attached as Appendix B.

6. Process for Making Revisions to the By-laws

The OCDSB By-Laws and Standing Rules require two weeks’ notice in writing to all Board members in order to make any changes. Staff has presented this report

for discussion and it will be necessary for a trustee to provide notice of motion at the meeting on October 30, 2018 in order to make these changes. A sample is attached as Appendix C. This notice would then be included as part of the agenda package for the Committee of the Whole meeting on 6 November 2018, allowing the proposed revisions to be submitted for approval by the Board on 20 November 2018. Under this timeline, the Board will be in a position to appoint the trustees at the organizational meeting on December 3, 2018.

RESOURCE IMPLICATIONS:

7. There are no financial implications anticipated with the adoption of revised By-laws. From time to time costs are incurred for legal services to assist with procedural questions that may arise.

COMMUNICATION/CONSULTATION ISSUES:

8. The proposed revisions to the By-laws have been developed based on input received from trustees and the requirement in the By-Laws to provide notice and agenda material to for all in camera and public meetings of committees of the Board.

STRATEGIC LINKS:

9. The adoption of the revised By-laws and Board governance policy will continue to help to move the work of the Board to a higher level of governance.

GUIDING QUESTIONS:

10. The following question is provided to support the discussion of this item by the Board:
 - Do the proposed revisions to the By-Laws and Standing Rules and to Policy P.012.GOV Board Governance address the current issues with regard to the Chair's responsibility for agenda setting and respecting the meeting notification provisions of the Board?

Michele Giroux
Executive Officer
Corporate Services

Jennifer Adams
Director of Education and Secretary of
the Board

Attachments:

Attachment A	Proposed Revisions to OCDSB By-laws and Standing Rules
Attachment B	Proposed Revisions to Policy P.012.GOV Board Governance
Attachment C	Sample Notice of Motion to Revise the By-Laws and Standing Rules and Policy P.012 Board Governance