

Member Board Appointments to the OPSBA Board of Directors and Identification of (Voting) Delegate

May 8, 2024

OPSBA member school boards, school authorities and treatment school authorities are asked to identify the following by Tuesday, June 4, 2024.

- 1) (Voting) Delegate and Alternate (Voting) Delegate
- 2) Board of Directors (BOD) Member(s)*
 - * *School authorities and treatment school authorities will identify one trustee to represent their groups on the OPSBA Board of Directors.*

The following should be considered when selecting a trustee representative:

- 1) The trustees selected to be the (Voting) Delegate and Alternate (Voting) Delegate are available to attend the 2024 Annual Meeting on Thursday, July 4, 2024 @2:45 p.m. (Westin Harbour Castle, Toronto)
- 2) The trustee(s) selected to serve on the OPSBA Board of Directors should be committed to participate in OPSBA BOD meetings (physically or virtually) and events. Key dates for 2024-2025 are outlined below. The OPSBA Meetings and Events Calendar is attached for information.

Date	Meetings/Events	Notes:
July 5, 2024	Organizational Board of Directors meeting	<ul style="list-style-type: none"> • In person only
September 18, 2024	BOD Orientation Session	<ul style="list-style-type: none"> • Online only
September 27-28, 2024*	BOD Meeting	<ul style="list-style-type: none"> • Location TBD
November 29-30, 2024*	BOD Meeting	<ul style="list-style-type: none"> • Location TBD
February 23, 2025	BOD Meeting	<ul style="list-style-type: none"> • Sunday meeting
February 24, 2025	Advocacy Day	<ul style="list-style-type: none"> • Monday meetings • Queen's Park
May 2-3, 2025*	BOD Meeting	<ul style="list-style-type: none"> • Sheraton Centre Hotel
June 12, 2025	BOD Meeting	<ul style="list-style-type: none"> • Location TBD



Trustees who are interested in serving on the OPSBA Board of Directors or as the (Voting) Delegate are encouraged to review the [Guide to OPSBA Roles and Responsibilities](#) and reach out to their local [Regional Council Chair](#) to ask any questions of clarification about these roles. Trustees may also reach out to Lisa Reinhardt, Managing Director, Corporate Affairs, at lreinhardt@opsba.org for clarification. Answers to Frequently Asked Questions are included as Appendix A.

Changes to OPSBA's General By-Law have been approved by the Board of Directors to comply with changes to the [Ontario Not-for-Profit Corporations Act \(ONCA\)](#). These changes may also require OPSBA member boards, school authorities, and treatment school authorities to change their local timelines for the appointment of their OPSBA Board of Directors Member(S) and Delegate and Alternate Delegate to the spring of each year to align with OPSBA's Term of Office.

If your school board, school authority, or treatment school authority is unable to make the June 4, 2024, deadline to confirm your Delegate and/or Board of Directors member(s), please contact Lisa Reinhardt to advise when we can expect to receive confirmation in advance of the Annual meeting.



Appendix A: Frequently Asked Questions

1) What is a Delegate?

The Delegate is one trustee representative of each public-school board, treatment school authority, and school authority, that is a member of OPSBA, who attends Annual and Special meetings (E.g., the Annual General Meeting) and votes on all matters on behalf of their member board, treatment school authority, or school authority.

Note: The school board, school authority, or treatment school authority is the OPSBA member.

Each of OPSBA's 31 member public school boards and 10 school authorities/ treatment school authorities may appoint one Delegate and one Alternate.

Information about the role and responsibilities of (Voting) Delegates/Alternate (Voting) Delegates can be found on pages 4-5 of the [Guide to OPSBA Roles and Responsibilities](#) and on Page 5 of the [OPSBA Constitution and By-Law](#).

2) What is the OPSBA Board of Directors?

The OPSBA Board of Directors is responsible for overseeing the affairs of the Association. Each member board, group of school authorities, group of treatment school authorities, and the Indigenous Trustees Council appoints at least one representative to serve on the OPSBA Board of Directors. There are 50 individuals on the OPSBA Board of Directors.

Information about the OPSBA Board of Directors and responsibilities of and leading practices for individual Directors can be found on pages 9-12 of the [Guide to OPSBA Roles and Responsibilities](#).

3) Who is eligible to be an OPSBA Board of Directors Member?

Directors must be a trustee in a member board. As defined by the [Ontario Not-for-Profit Corporations Act \(ONCA\)](#), a director of any corporation, including OPSBA must be:

- an individual
- 18 years of age or older
- a person who has not been found incapable of managing property under the [Substitute Decisions Act, 1992](#) or the [Mental Health Act](#)
- a person who has not been found incapable by any court in Canada or elsewhere
- not bankrupt

4) What is the role of OPSBA Board of Directors Members?

Trustees appointed to the OPSBA Board of Directors meet regularly to make decisions in the best interest of OPSBA. Directors have a [fiduciary duty](#) to the Association.

Information about the role and responsibilities of individual Board of Directors members can be found on pages 10-11 of the [Guide to OPSBA Roles and Responsibilities](#).

5) What is the Term of Office on the OPSBA Board of Directors?

The Term of Office of the OPSBA Board of Directors begins immediately following the Annual Meeting and ends immediately following the subsequent Annual Meeting. The OPSBA Board of Directors meets for the first time at their Organizational Meeting, the day following the Annual Meeting.

2024 Annual Meeting	Thursday, July 4, 2025 @2:45pm Westin Harbour Castle, Toronto
Organizational Meeting	Friday, July 5, 2024 @2:30pm Westin Harbour Castle, Toronto
2025 Annual Meeting	Date TDB (Early to Mid-June 2025) Location TBD

6) What is the time commitment for OPSBA Board of Directors members?

Aside from the Organizational meeting, held at the Annual Meeting, there are usually five additional BOD meetings each year (Typically in September, November, February, April, and June). Dates of meetings scheduled in 2024-2025 can be found at: [Calendar - OPSBA](#).

BOD Meetings are usually held from 7-9pm on Friday night (at the Sheraton Centre Hotel or other location in the Greater Toronto Area) and resume at 9am on Saturday morning. The time of adjournment is dependent on the amount of business and discussion.

7) How many Board of Directors can my school board appoint?

- a) All public school boards, that are members of OPSBA, may appoint one trustee, to serve on the OPSBA Board of Directors.

- b) School boards with pupil enrolment percentage of between 5% and 14.99% of the total enrolment of all member boards may appoint a total of two trustees to serve on the OPSBA Board of Directors. These school boards include:
 - Durham DSB,
 - Ottawa-Carleton DSB



- Peel DSB
- Thames Valley DSB
- York Region DSB

c) School boards with pupil enrolment percentage of 15% or more of total enrolment of all member boards may appoint two additional trustees. The only school board that currently meets this threshold is the Toronto DSB.

8) What happens if our Board of Directors member is unable to attend a meeting?

The [Ontario Not-for-Profit Corporations Act](#) (ONCA) does not permit alternates to act on behalf of absent directors.

Member boards, the ITC, group of school authorities and group of treatment school authorities are encouraged to take care when selecting their trustee representative(s) to serve on the OPSBA Board of Directors. This includes ensuring that there is a general understanding of the role and knowing when meetings are scheduled so that the appointed representative can commit to attending all (or most) meetings.

OPSBA Board of Directors meetings are hybrid. Directors who are unable to attend the meeting in person may participate electronically.

In cases where a Director is unable to participate in person or electronically, the Regional Council Chair can act as a conduit of information between the Board of Directors and the member board Director. If necessary, they can be asked to make comments on agenda items on behalf of the absent director. Proxy voting is not permitted.

9) What happens if my Board appoints its OPSBA Delegate and Board of Directors member(s) at the Organizational meeting in November/ December?

Member boards are encouraged to adjust their appointment time to the Spring of each year*. Appointments made after the OPSBA Annual meeting will not take effect until the next Term of Office (immediately following the next Annual meeting).

** This may require a policy or by-law change.*

Vacancies on the OPSBA BOD may be filled mid-term in accordance with the OPSBA General By-Law and ONCA. This includes a Trustee Election year. A mid-term appointment, to fill a vacancy, will only be for the remainder of the existing OPSBA Term of Office.



10) Must the Delegate and Board of Directors member from a member board be the same person?

No. The appointed Delegate and Board of Directors Member(s) can be different trustees; however, many member boards select the same trustee to be the Delegate and Board of Directors member (for consistency).

11) When and how do member boards appoint their Delegate, Alternate Delegate, and Board of Directors Member(s)?

Changes to *ONCA* now require member boards to confirm with OPSBA their Delegate, Alternate Delegate, and Board of Directors Member(s) 30 days prior to the Annual meeting. In 2024, this is Tuesday, June 4.

DRAFT MOTION

That the **XXX** School Board approve the following appointments to the Ontario Public School Boards' Association for 2024-2025 Term of Office.

1. That Trustee **XXX** be appointed to the OPSBA Board of Directors**
2. That Trustee **XXX** be appointed OPSBA Delegate.
3. That Trustee **XXX** be appointed OPSBA Alternate Delegate

*** School boards with multiple OPSBA Board of Directors members will have to identify more than one trustee (See FAQ #7).*

OPSBA staff will work with the Indigenous Trustees' Council, group of school authorities and group of treatment school authorities to appoint their Board of Directors Members.

12) How are OPSBA Board of Directors Members supported in their Role?

An online orientation session is scheduled on September 18, 2024, for all Board of Directors to become acquainted with their role. New and returning Board of Directors members are encouraged to attend this session.

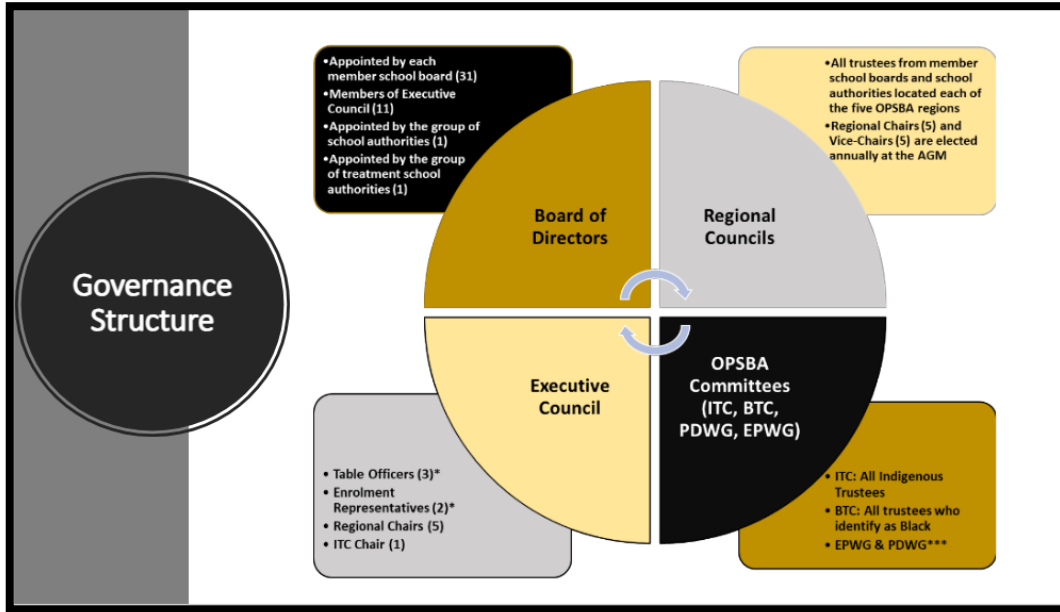
A variety of OPSBA policies and resources are also available to help Board of Directors members learn about their role, and how they fit into OPSBA's Governance Structure. These include:

- [Guide to OPSBA Roles and Responsibilities](#)
- [OPSBA Mission, Vision, and Values](#)
- [OPSBA Strategic Priorities](#)
- [Code of Conduct](#) and [Enforcement Procedure](#)
- [OPSBA Constitution and By-Law](#) (Being Updated to comply with [ONCA](#))
- [OPSBA Policies](#)



A variety of human resources are also available including the President, First and Second Vice-Presidents and Regional Council Chairs. In addition, Executive Director Stephanie Donaldson and Managing Director, Corporate Affairs Lisa Reinhardt are available to answer questions about the General By-Law and OPSBA's Governance Structure.

13) What is OPSBA's Governance Structure?



14) What are the differences between the (Voting) Delegate and the OPSBA Board of Directors Member?

Changes to the OPSBA General By-Law, to comply with [ONCA](#):

- do not impact the role of the (Voting) Delegate and their alternate;
- does not allow for alternate Board of Directors members to be appointed; and
- requires Board of Directors members to be identified at least 30 days prior to the Annual Meeting.

(Voting) Delegate	Board of Directors Member
<ul style="list-style-type: none"> • One trustee, identified by each member board, school authority, and treatment school authority • One alternate trustee may be identified by each member board, school authority, and treatment school authority to vote in the absence of the Delegate • Identified at least 30 days prior to the Annual Meeting 	<ul style="list-style-type: none"> • One to Three trustee(s) identified annually by each member school board, the ITC, the group of school authorities, the group of treatment school authorities • Alternate Board of Directors members are not permitted under ONCA (NEW) • Identified at least 30 days prior to the Annual Meeting (NEW)

(Voting) Delegate	Board of Directors Member
<ul style="list-style-type: none"> • In 2024-2025, there are a total of 41 Delegates • Attend and vote on behalf of their member board, school authority, or treatment school authority at OPSBA Annual and Special meetings of the membership • Do not have a role to play at OPSBA Board of Directors meetings 	<ul style="list-style-type: none"> • In 2024-2025, there are a total of 49 trustees on the OPSBA Board of Directors • Attend OPSBA Board of Directors meetings during their Term of Office and make decisions on behalf of the Association

