



## COMMITTEE OF THE WHOLE

20 May 2025

Report No. 25-028

**TITLE: Governance Modernization - Project Initiation**

**KEY CONTACT: Jesse Mark, General Counsel - Legal and Governance Services**

### PURPOSE:

1. To seek the formal approval and commitment of the Board to initiate and complete a comprehensive governance modernization project.

### STRATEGIC LINKS:

2. The trustees have a fiduciary responsibility to ensure effective governance of the OCDSB.

### CONTEXT:

3. The OCDSB currently functions within a multi-layered governance framework composed of a large number of governance instruments and governance bodies, including, but not limited to:
  - Bylaws and Standing Rules
  - Governance-related policies, including:
    - P 001 GOV - Policy Development and Management;
    - P 012 GOV - Board Governance;
    - P 018 GOV - Electronic Meetings of the Board and Committees and Meeting Attendance;
    - P 027 GOV - Management of Official Business Records;
    - P 114 GOV - Advocacy;
    - P 122 GOV - Election Activities;
  - Trustee-related policies, including:
    - P 003 GOV - Board Member Professional Development and Constituency Communications;
    - P 004 GOV - Board Member Honoraria;
    - P 005 GOV - Board Member Expenses and Support Services;

- P 017 GOV - Student Trustees;
- P 025 GOV - Board Member Conflict of Interest;
- P 050 GOV - Board Member Removal / Resignation from Office;
- P 073 GOV - Board Member Code of Conduct;
- P 130 GOV - Evaluation Process for the Board of Trustees;
- P 141 GOV - Integrity Commissioner;
- P 149 GOV - Pregnancy and Parental Leave (Board Members);
- Committee-related policies, including:
  - P 008 GOV - Advisory Committee on Equity;
  - P 010 GOV - Community Involvement on Board Standing Committees;
  - P 016 GOV - Audit Committee;
  - P 019 GOV - Special Education Advisory Committee;
  - P 065 GOV - Advisory Committees to the Board;
  - P 113 GOV - Student Senate;
  - P 140 GOV - Indigenous Education Advisory Council;
- Several standing motions;
- Committee of the Whole;
- Committee of the Whole (Budget);
- Policy Review Committee; and
- Several other advisory committees.

## **KEY CONSIDERATIONS:**

4. The disparate and complex nature of the OCDSB's governance framework creates a challenging and confusing experience for governance participants, including trustees, committee members, staff, and the public, and leads to inconsistencies in governance practices and differing opinions on how the OCDSB's governance functions should be implemented.

The OCDSB Bylaws require updating, as they contain inconsistencies, structural problems, and unclear language. As the board's primary governing document, these issues must be corrected. Additionally, the standing rules for board and committee meetings are based on a traditional governance model, do not account for modern technological efficiencies, and have notable procedural gaps.

The governance policies aim to practically guide and implement the governance function of the OCDSB. However, these policies have developed incrementally over many years, often in response to specific needs at specific times. This piecemeal

approach has resulted in overlapping policies and inconsistencies with current governance norms.

The OCDSB's committee structure has likewise evolved over the years to meet emerging needs. The OCDSB currently has approximately 12 committees in addition to several other informally functioning governance bodies. There is broad recognition among governance participants that several of these committees have not provided the Board with substantial governance advice in recent years. The Board has not recently undertaken a comprehensive review of its committee needs or structure to ensure the committees are indeed serving their intended purposes.

In recent years, public institutions have begun evolving their governance practices, with increased emphasis on transparency, accountability, and equity. There have also been trends towards strengthening risk management, leveraging digital technology, and focusing on ethics and integrity. Greater stakeholder engagement and a drive towards evidence-based strategic oversight are also key trends.

In light of all of the foregoing, the OCDSB should commit itself to a comprehensive governance modernization project. A draft plan for such a project is attached as Appendix A.

The draft project plan recommends that a designated working group carry out the project to achieve the following 5 objectives:

- Develop an overarching governance philosophy and governance principles;
- Modernize bylaws to improve clarity and governance effectiveness;
- Modernize governance policies with contemporary best practices;
- Refresh committee structure and mandates to enhance advisory function; and
- Modernize communication and tracking tools to manage governance work.

The next trustee elections are scheduled for 2026. The new board will formally begin its work in November 2026. The proposed timeline in the attached governance modernization project plan aims to conclude the project's work by October 2026 so that the incoming board can hit the ground running with the refreshed governance framework in place.

## **RESOURCE IMPLICATIONS:**

5. This project would be carried out using internal staff operating under their existing mandates and budgets. However, to mitigate risk during such significant governance work, targeted legal and governance consultation is anticipated, particularly regarding the bylaws. To this end, \$30,000 should be set aside pursuant to Task 2.5 to

undertake an external review of the modernized bylaws and governance policies before they are approved.

## **COMMUNICATION/CONSULTATION ISSUES:**

6. Consultation with relevant stakeholders is detailed in the project timeline of Appendix A.

## **RECOMMENDATIONS:**

THAT the Board affirms its commitment to good governance by endorsing the proposed governance modernization project as detailed in Appendix A of Report 25-028 and by undertaking to achieve the objectives of that project.

Appendix A: OCDSB Governance Modernization Project Plan

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