

AD HOC CODE OF CONDUCT COMMITTEE

October 29, 2019, 4:00 pm
Trustees' Committee Room
133 Greenbank Road
Ottawa, Ontario

Trustee Members: Donna Blackburn, Christine Boothby, Keith Penny (electronic communication), Lynn Scott

Staff and Guests: Camille Williams-Taylor (Director of Education), Michele Giroux (Executive Officer, Corporate Services), Engy Abdel Masieh (Policy Analyst), Nicole Guthrie (Senior Board Coordinator)

1. Call to Order

Chair Blackburn called the meeting to order at 4:12 p.m.

2. Approval of the Agenda

Moved by Trustee Scott,

THAT the Agenda be approved.

Carried

3. Receipt of Report, Ad Hoc Code of Conduct Committee, 17 September 2019

Moved by Trustee Boothby,

THAT the report for the Ad Hoc Code of Conduct Committee meeting dated 17 September 2019 be received.

Carried

Trustee Boothby sought clarification on whether or not the attendance should reflect the presence of Trustee Campbell. Senior Coordinator Guthrie clarified that Trustee Campbell was not present but had provided comments which were discussed during the meeting.

4. Matters for Action:

4.1 Report 19-108, Approval of Revised Draft Policy P.141.GOV Integrity Commissioner (M. Giroux, ext. 8310)

Your Committee had before it Report 19-108, seeking approval of the draft Policy P.141.GOV Integrity Commissioner and the role description of the Integrity Commissioner.

During the discussion and in response to questions, the following points were noted:

- Legal counsel responded to the committee's questions, and revisions to the policy were made to reflect both the comments from trustees and the advice of legal counsel. The revisions include:
 - Clarified the objective of the policy;
 - Modified the language of the roles and the work of the Integrity Commissioner;
 - Clarified the role of the Integrity Commissioner in public education and reduced this to an annual report;
 - Clarified the jurisdiction of the Integrity Commissioner; and
 - Clarified that a procurement process would be used to contract the services of an Integrity Commissioner.
- There was no change to the two-thirds provision required for removal from office. Legal counsel indicated that the two-thirds provision is consistent with the approach taken by other school boards;
- A five-year term has been modified to a two-year term, renewable for up to six years;
- Staff has estimated the cost to be approximately \$25,000 per year. A procurement exercise will determine what the market will bear;
- Trustee Boothby suggested that item 3.4 of folio 13 be revised to define parameters to ensure that costs are contained. She requested the following addition: "however, should the matter be more broadly applied to trustees, that they provide written advice to all trustees." The addition would ensure that all trustees have an opportunity to benefit from the advice of the Integrity Commissioner unless it is highly confidential;
- The wording of section 3.14 could be revised to read "for" the board and not "to" the board;
- The wording of section 3.20 could be revised to add the following statement "unless such information has already been made public." Staff noted that the clarification must reflect who has made the information public. While it may be in the public domain, the District may not have the authority to release it;

- Trustee Scott expressed concern with the two-thirds requirement. She noted that it only takes a majority to appoint the Director of Education. A simple majority should suffice. Termination for cause differs from removal. She queried whether or not the termination of a contract for cause would require a higher proportion of the vote, or could it be a majority. Staff advised that they would seek clarification;
- The language in the policy could be revised to use the words "removal" or "termination for cause" or "termination of contract." Staff will seek clarity on whether or not that specificity should be established in the policy or the contract;
- Trustee Penny noted that termination for cause is typically a contractual matter;
- In response to a query regarding the costs as outlined on folio 23, staff noted that in a typical request for proposal process, price is one of the last considerations. An hourly rate could provide savings if there is no work; conversely the cost can increase if there is work. Bidders will have to agree to the contract, with an understanding that it may preclude them from other types of work;
- Trustee Boothby suggested the request for proposal (RFP) could be structured to request a discount for hours that extend beyond the regular monthly hours;
- The Board must determine whether or not it is necessary to engage an Integrity Commissioner solely for Code of Conduct issues or other additional learning opportunities;
- An RFP process does not bind the District to a contract;
- A cost management strategy for the Integrity Commissioner should include managing the number of complaints and whether or not the annual report includes reporting on cost;
- The retainer could cover the number of hours per month, and the contract could stipulate a maximum of up to fifteen hours per month, which would provide added value to the service in times where complaints are minimal and trustee professional development and public education may be the requirement;
- Director Williams-Taylor commented that the draft policy meets the strategic goals of transparency and ethical stewardship of resources. The notion of an Integrity Commissioner has evolved as a result of changes to social norms and structures. She added that the expenditure should be commensurate to the work;

- Trustee Penny suggested that it may be preferable to use the services of a firm. He added that \$25,000 is not a large investment and the expense can be justified;
- In response to questions about how to move forward, Executive Officer Giroux noted that the committee has reviewed and agreed to the policy with consensus and that the minor revisions, with further input from legal counsel, could be moved forward to the Committee of the Whole for review and approval of the Board;
- The role description could be provided to the Board as a sample of considerations but does not require the approval of the Board. The roles and responsibilities of the Integrity Commissioner can be defined in the contract or other documents; and
- The role description should stipulate the Integrity Commissioner be a contractor to the Board and not an employee.

Moved by Trustee Boothby

**THAT the draft policy P.141.GOV Integrity Commissioner, attached as Appendix A to Report 19-108, be approved, as amended.
(Attached as Appendix A)**

Carried

5. New Business -- Information and Inquiries

There was no new business.

6. Adjournment

The meeting was adjourned at 4:58 p.m.

Donna Blackburn, Chair, Ad Hoc Code of Conduct Committee