

## **BOARD GOVERNANCE AND BYLAW REVIEW COMMITTEE REPORT**

### **MANDATE**

The mandate of the Board Governance and Bylaw Review Committee is to provide oversight to the governance support plan, to support good governance practises, and to review Board Bylaws and the Code of Conduct.

<b>Meeting Type:</b>	Public Board Meeting
<b>Presented for:</b>	<b>Information</b>
<b>Date and Time of meeting</b>	The committee met on 2024 October 21 from 5:01 p.m to 6:01 p.m.
<b>Content:</b>	<p>The committee completed the following actions to work towards fulfilling its mandate:</p> <p><b>Unfinished Business</b></p> <p><b>Trustee Code of Conduct Updates</b></p> <p>The committee discussed next steps pertaining to the Trustee Code of Conduct's compliance with the recently released Ontario Regulation 312/24: Members of School Boards: Code of Conduct.</p> <p>Discussion included the timing of the committee's next review of the Trustee Code of Conduct, items in the current Code of Conduct that need to be addressed in advance of the next scheduled Code of Conduct review, how the Ontario Public School Board's Association's (OPSBA) Trustee Code of Conduct template aligns with the values of the Thames Valley District School Board (TVDSB), and special considerations for the Indigenous Trustee from previous versions of the TVDSB Trustee Code of Conduct.</p> <p>Questions of clarification were addressed regarding formal and informal enforcement of the Code of Conduct in the OPSBA template.</p> <p>It was decided that a discussion on the enforcement of the Code of Conduct would take place at the February or March meeting.</p> <p>The following recommendation was moved and CARRIED:</p>

**THAT the Board of Trustees adopt the Ontario Public School Board's Association Trustee Code of Conduct.**

**Bylaw Appendices Review**

Chair Cripps led a discussion on updates to the TVDSB Bylaws appendices.

Discussion included prioritizing the order that the appendices will be reviewed and the timeline for completion of the review.

Chair Cripps will update the Board Governance and Bylaw Review Committee workplan to reflect the appendices review schedule.

It was determined that the Trustee Code of Conduct, Petitions and Communications, and Guidelines for Trustee Communications will be prioritized.

**Trustee Communications Review**

The committee discussed Trustee Communications for alignment with legislation and decided the item would be addressed when the committee reviews Appendix E: Guidelines for Trustee Communications from the Bylaws. Trustee Cripps will inform the Board of Trustees that review of Appendix E will be prioritized by the committee.

**Committee Meeting Reports to the Board Review**

By consensus, the committee agreed to defer this item to the November meeting and to invite Supervisor Smith to participate in the discussion.

**Committee Terms of Reference - Meeting Extensions**

Chair Cripps shared information on aligning Meeting Extensions in the Committee Terms of Reference.

Discussion focused on the need for consistency across all committee Terms of Reference, including a maximum length of time that a meeting can be extended, and if the meeting extension update would be considered housekeeping.

It was decided that each committee Terms of Reference will state that committee meetings can be extended twice and that the update is housekeeping in nature. Trustee Cripps will provide a verbal update to the Board of Trustees at the next Board meeting.

	<p><b>Board Committee Self-Assessment Development</b></p> <p>Trustee Cripps reviewed the current Board Self-Assessment survey questions and led a discussion on improvements and timelines for the 2024-2025 assessment.</p> <p>Discussion included sample survey questions from a board self-assessment sample from the Good Governance Guide, the timing of the release of the committee self-assessment survey, the need for clear, actionable goals that can be developed based on the survey results, having select Trustees complete a draft version of the assessment before releasing it to the Board, including objective questions about the performance of the chair of the committee, and potential advantages of a shorter survey.</p> <p>By consensus, the committee appointed Trustees Morell and Mai to the Committee Self-Assessment Working Group to develop draft committee self-assessment questions.</p> <p>It was decided that the committee would discuss the Board Self-Assessment at the November meeting.</p> <p><b>Bylaw and Governance Workplans (Standing)</b></p> <p>None.</p> <p><b>Next Meeting Date</b></p> <p>The next meeting is scheduled for Monday, November 18, 2024.</p>
<b>Recommendations:</b> <i>(only required when presenting for Board/COW approval)</i>	<p><b>MOTIONS</b> <i>(if applicable)</i></p> <p><b>THAT the Board of Trustees adopt the Ontario Public School Board's Association Trustee Code of Conduct.</b></p>
<b>Financial Implications:</b>	N/A
<b>Timeline:</b>	N/A
<b>Communications:</b>	N/A
<b>Appendices:</b>	Appendix A: Ontario Regulation 312/24 Members of School Boards – Code of Conduct

**Education Act**  
**ONTARIO REGULATION 312/24**  
**MEMBERS OF SCHOOL BOARDS - CODE OF CONDUCT**

**Consolidation Period:** From July 29, 2024 to the [e-Laws currency date](#).

Last amendment: 312/24.

Legislative History: 312/24.

***This is the English version of a bilingual regulation.***

### **Obligations**

1. A code of conduct mentioned in subsection 218.2 (1) of the Act shall contain the following obligations:

1. A board member shall comply with the board's code of conduct and any applicable board by-law, resolution, policy or procedure.
2. When acting or holding themselves out as a board member, the member shall conduct themselves in a manner that would not discredit or compromise the integrity of the board.
3. When acting or holding themselves out as a board member, the member shall treat persons equally without discrimination based on a person's race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability.

### **Prohibitions**

2. (1) A code of conduct mentioned in subsection 218.2 (1) of the Act shall contain the following prohibitions:

1. No board member shall use or permit the use of board resources for any purpose other than the business of the board.
2. No board member shall disclose confidential information obtained or made available to them in their role as a board member except as authorized by law or by the board.
3. No board member shall use information described in paragraph 2 in a manner that would be detrimental to the interests of the board or for the purpose of personal gain or for the gain of the member's parent, spouse or child.
4. No board member shall accept a gift from any person, group or entity that has dealings with the board if a reasonable person might conclude that the gift could influence the member when performing their duties unless,
  - i. the gift is of nominal value,
  - ii. the gift is given as an expression of courtesy or hospitality, and
  - iii. accepting the gift is reasonable in the circumstances.

**Note: On the day section 24 of Schedule 2 to the *Better Schools and Student Outcomes Act, 2023* comes into force, subsection 2 (1) of the Regulation is amended by adding the following paragraphs: (See: O. Reg. 312/24, s. 6)**

- 4.1 No board member shall give notice of an alleged breach of the code of conduct under subsection 218.3 (1) of the Act if the allegation is frivolous or vexatious or the notice is given in bad faith.
- 4.2 No board member shall engage in reprisal or the threat of reprisal against,
  - i. a member who gave notice of an alleged breach of the code of conduct under subsection 218.3 (1) of the Act, or

ii. any person who provides information about the alleged breach to the integrity commissioner appointed under clause 218.3 (3) (b) of the Act.

5. No board member shall act as a spokesperson to the public on behalf of the board unless authorized to do so under clause 218.4 (e) of the Act.

(2) In this section, “child”, “parent” and “spouse” have the same meaning as in section 1 of the *Municipal Conflict of Interest Act*.

### **Additional content**

3. A board’s code of conduct may contain additional provisions if the provisions do not conflict with any of the required provisions set out in sections 1 and 2.

### **Review**

4. (1) Every board shall periodically review its code of conduct for, among other things, compliance with this Regulation, and shall pass a board resolution setting out the required changes, or if no changes are required, confirming the code of conduct.

(2) The first review shall be completed within 30 days after this Regulation comes into force.

(3) The second review shall be completed no later than May 15, 2027.

(4) Each subsequent review shall be completed in the fourth year following the previous review and no later than May 15 in that year.

(5) If one or more changes are set out in a board resolution under subsection (1), the board shall update its code of conduct to reflect the changes no later than August 31 in the year of the review.

### **Publicly available**

5. (1) Every board shall make its code of conduct publicly available on its website.

(2) A board shall indicate on its website the effective date of every change it makes to its code of conduct, other than changes of a typographical or similar nature.

(3) A board shall maintain an archive of all previous versions of its code of conduct, indicating the period during which each version applied, and shall ensure that the versions are publicly accessible.

6. OMITTED (PROVIDES FOR AMENDMENTS TO THIS REGULATION).

7. OMITTED (REVOKES OTHER REGULATIONS).

8. OMITTED (PROVIDES FOR COMING INTO FORCE OF PROVISIONS OF THIS REGULATION).



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<b>Meeting Type:</b>	Public Board Meeting
<b>Presented for:</b>	<b>Information</b>
<b>Date and Time of meeting</b>	The committee met on 2024 November 18 from 5:02 p.m. to 6:53 p.m.
<b>Content:</b>	<p><b>Unfinished Business</b></p> <p><b>Committee Reports and Minutes</b></p> <p>Supervisor Smith shared a report on Committee Reports and Minutes as a follow up to the September Board motion, highlighting the relevant sections in Robert's Rules of Order (RONR) and best practices for capturing committee recommendations and motions going forward.</p> <p>Questions of clarification were addressed by Administration regarding the 2023 Internal Audit Governance Report.</p> <p>Further discussion on the report was deferred to the next Board Governance and Bylaw Review Committee meeting.</p> <p><b>Bylaw Appendices Review</b></p> <p><b>a. Appendix D Petitions and Communications</b></p> <p>The committee reviewed Bylaws Appendix D Petitions and Communications.</p> <p>Discussion included participation in public input and petitions by Trustees, staff and students and digital signatures.</p> <p>Questions of clarification were addressed by Administration regarding criteria to participate in a petition or public input and the language used in the appendix.</p>

	<p>It was decided that Supervisor Smith would review the revised Appendix D with feedback from the committee.</p> <p>Feedback was captured by Chair Cripps.</p> <p><b>b. Appendix G Delegations to the Board</b></p> <p>The committee reviewed Bylaws Appendix G Delegations to the Board.</p> <p>Discussion included student privacy, appropriate delegation topics, using consistent language, last-minute delegation submissions, public input format options, the Bluewater District School Board's public input process, and criteria for delegation approval.</p> <p>Questions of clarification were addressed by members regarding generic video submissions for public input.</p> <p>It was decided the committee would review the Bluewater District School Board's process for declining a public input request and that further review of the Appendix G would focus on sections 1 and 2.</p> <p>It was decided that Supervisor Smith would review the revised Appendix G with feedback from the committee.</p> <p>Feedback was captured by Chair Cripps.</p> <p><b>Delegation of Authority Bylaw</b></p> <p>Trustees Mai led a discussion and provided rationale for adding language on Delegation of Authority to the Thames Valley District School Board (TVDSB) Bylaws, proposing that the discussion be added to the Board Governance and Bylaw Review Committee workplan. A Delegation of Authority Bylaw would outline decisions that can be made by individuals on behalf of the governing body and would clarify roles and responsibilities.</p> <p>Discussion included outsourcing the bylaw development, the timeline for completion, and the potential relation between the bylaw and the <i>Education Act</i>.</p> <p>Questions of clarification were addressed by members regarding housing the Delegation of Authority in a bylaw versus a policy, potential cost of outsourcing the Delegation of Authority bylaw development work, and reviewing examples from other school boards.</p> <p>Without objection, the committee agreed to add the Delegation of Authority bylaw development to the Board Governance and Bylaw Review Committee workplan for March 2025.</p> <p><b>Trustee Governance Training</b></p>
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	<p>Chair Cripps led a discussion on Trustee Governance Training, noting the responsibility is outlined in the Board Governance and Bylaw Review Committee Terms of Reference.</p> <p>Discussion included risk management training and cost and identifying training needs for committees.</p> <p>Without objection, the committee agreed to add risk management training to the Board Governance and Bylaw Review Committee's workplan for April of 2025.</p> <p>Feedback was captured by Chair Cripps.</p> <p><b>Board Self-Assessment</b></p> <p><b>a. Draft Committee Self-Assessment for 2023-2024 Term</b></p> <p>Trustee Mai and Morell presented the Draft Committee Self-Assessment for the 2023-2024 Term, noting that other organizations' assessments and feedback from the previous year's assessment were considered.</p> <p>Discussion included personal versus general comments shared on the assessment, an assessment completed by committee chairs, Trustee training costs, the assessment timeline, committee workplans, and the language of the assessment questions.</p> <p>Questions of clarification were addressed by Administration regarding the individuals who should complete the assessment and the frequency of committee orientation.</p> <p>It was decided that the discussion regarding committee orientation attendance should take place at the Chair's Committee.</p> <p>Feedback captured by Trustee Mai.</p> <p><b>Bylaw and Governance Workplans (Standing)</b></p> <p>None.</p> <p><b>Board Services Update</b></p> <p>S. Hickson informed the committee of upcoming committee and Chair orientation sessions taking place in December. Members shared feedback on the timing of the orientation sessions.</p> <p><b>Next Meeting Date</b></p> <p>The next meeting is scheduled for Monday, January 20, 2025.</p>
<p><b>Recommendations:</b> (only required when</p>	<p><b>MOTIONS</b> (if applicable)</p>

<i>presenting for Board/COW approval)</i>	
<b>Financial Implications:</b>	N/A
<b>Timeline:</b>	N/A
<b>Communications:</b>	N/A
<b>Appendices:</b>	