

## Board Governance and Bylaw Review Committee Minutes

November 18, 2024  
5:02 p.m. – 6:53 p.m. Middlesex Room

### COMMITTEE MEMBERS

D. Cripps (Chair)  
B. Mai  
A. Morell  
L. Pizzolato

### ADMINISTRATION

A. Chahbar, General Counsel  
S. Smith, Supervisor, Board Services (-5:08)  
S. Hickson, Coordinator, Board Services

### Non-Members

L. Osbourne

#### 1. Call to Order

Chair Cripps called the meeting to order at 5:02 p.m.

#### 2. Approval of Agenda

The agenda was approved as printed, on motion.

#### 3. Conflicts of Interest

None declared.

#### 4. Minutes of Previous Meeting

The minutes of the October 21, 2024 meeting were approved as printed, on motion.

#### 5. Unfinished Business

##### a. Committee Reports and Minutes

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.

Questions of clarification were addressed by Administration regarding the 2023 Internal Audit Governance Report.

Further discussion on the report was deferred to the next Board Governance and Bylaw Review Committee meeting.

#### 6. Bylaw Appendices Review

##### a. Appendix D Petitions and Communications

The committee reviewed Bylaws Appendix D Petitions and Communications.

Discussion included participation in public input and petitions by Trustees, staff and students and digital signatures.

Questions of clarification were addressed by Administration regarding criteria to participate in a petition or public input and the language used in the appendix.

It was decided that Supervisor Smith would review the revised Appendix D with feedback from the committee.

Feedback was captured by Chair Cripps.

**b. Appendix G Delegations to the Board**

The committee reviewed Bylaws Appendix G Delegations to the Board.

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.

Questions of clarification were addressed by members regarding generic video submissions for public input.

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.

It was decided that Supervisor Smith would review the revised Appendix G with feedback from the committee.

Feedback was captured by Chair Cripps.

**7. Delegation of Authority Bylaw**

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.

Discussion included outsourcing the bylaw development, the timeline for completion, and the potential relation between the bylaw and the *Education Act*.

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.

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.

## **8. Trustee Governance Training**

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.

Discussion included risk management training and cost and identifying training needs for committees.

Without objection, the committee agreed to add risk management training to the Board Governance and Bylaw Review Committee's workplan for April of 2025.

Feedback was captured by Chair Cripps.

## **9. Board Self-Assessment**

### **a. Draft Committee Self-Assessment for 2023-2024 Term**

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.

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.

Questions of clarification were addressed by Administration regarding the individuals who should complete the assessment and the frequency of committee orientation.

It was decided that the discussion regarding committee orientation attendance should take place at the Chair's Committee.

Feedback captured by Trustee Mai.

## **10. Bylaw and Governance Workplans (Standing)**

None.

## **11. Board Services Update**

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.

## **12. Next Meeting Dates**

The next meeting is scheduled for Monday, January 20, 2025.

## **13. Adjournment**

The meeting was adjourned at 6:53 p.m.

Recommendations: None

**David Cripps**  
Chair

Recording Secretary: *SH*