

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.

Meeting Type:	Public Board Meeting
Presented for:	Approval
Report Author:	
Date and Time of meeting	The committee met on 2025 February 10 from 5:01 p.m. to 7:14 p.m.
Purpose	Establish a clear link from the report itself and the committee's mandate/purpose/goals:
Content:	<p>Summary of key points of the meeting:</p> <p>Unfinished Business</p> <p>Board Governance Committee Self-Assessment Survey 2023-2024 Results (Item 12)</p> <p>The committee reviewed the 2023-2024 Board Governance and Bylaw Review Committee Self-Assessment Survey results.</p> <p>Discussion included the roles of Trustees and Administration and professional development for Trustees focused on their governance role.</p> <p>Appendix G Delegations to the Board (Item 8a)</p> <p>The committee discussed revisions to Appendix G Delegations to the Board in the Thames Valley District School Board (TVDSB) Bylaws.</p> <p>Discussion included clarifying the language in the Appendix particularly with the term "delegation", the timing of the submission of delegation requests and the approval process, sharing delegation requests with all Trustees, the addition of an accessibility needs section to the delegation</p>

	<p>request form, post-presentation follow-up with the delegate, the process of addressing inaccuracies in a delegate's presentation, and specifying that delegates must live with in the TVDSB's boundaries.</p> <p>It was decided that Administration would draft language for Appendix G to clarify that delegation applications are considered before being approved as well as drafting a template to respond to a delegate after their presentation.</p> <p>Trustee Mai will speak to the Chair's Committee regarding adding extra meetings as needed to review delegation requests.</p> <p>Feedback was captured by S. Smith.</p> <p>Appendix D Petitions and Communications (item 8b)</p> <p>Supervisor Smith shared information on Appendix D Petitions and Communications, summarizing the steps and additional staff resources that would be required to investigate the option to facilitate online petitions at the TVDSB. Input on the priority level of online petitions was requested.</p> <p>Discussion included utilizing established online petition websites, accepting scanned images of handwritten signatures, the use of consistent language on all TVDSB forms regarding inappropriate responses, and initiating a threshold for the number of signatures as it relates to the number of students who would be affected by the petition's desired outcome.</p> <p>It was decided that consideration for online petitions would be included in a future bylaw review and added to the workplan in the interim.</p> <p>O. Reg. 313/24: Electronic Meetings and Meeting Attendance</p> <p>General Counsel Chahbar presented an overview of Ontario Regulation 313/24: Electronic Meetings and Meeting Attendance.</p> <p>The Board Governance and Bylaw Review Committee encourages the Board to initiate the practice of Trustees contacting the Board Chair to request virtual attendance at a Board meeting prior to the Regulation coming into effect.</p> <p>Trustee Morell will research other school boards regarding their best practises for virtual attendance at Board</p>
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meetings and bring her findings to a future Board Governance and Bylaw Review Committee meeting.

In Camera

On motion, the committee moved in-camera at 5:11 p.m., reconvening in public session at 5:28 p.m.

Bylaws Appendices Review (Standing Item)

Committee Reports and Minutes

Following a request from the committee at the previous meeting, Supervisor Smith presented information on amending Appendix B Special Rules in the TVDSB Bylaws to no longer capture movers and seconders of recommendations or motions in meeting minutes for feedback.

Discussion included the rationale for not capturing the mover and seconder.

The following recommendation was moved and **CARRIED**:

THAT the changes, as provided, to Appendix B Special Rules Section 6.4 in the TVDSB Bylaws be approved.

Amendments to Appendix B - Special Rules Section 2

Chair Osbourne presented for approval an amendment to Appendix B Special Rules Section 2.0 in the TVDSB Bylaws to allow non-committee members to attend closed portions of committee meetings.

Discussion included committees to which this bylaw change could or should not apply and the language of the proposed revisions.

It was decided that Legal Counsel would research best practises for allowing non-committee members in closed portions of committee meetings and that the item would be added to the March Board Governance and Bylaw Review Committee meeting agenda.

Discussion Items

Special Meetings for Committees

Deferred until the next meeting.

Delegation of Authority Bylaw

Deferred until the next meeting.

	<p>Suspending Bylaws and Special Meetings of the Board</p> <p>Deferred until the next meeting.</p> <p>Bylaw and Governance Workplan (Standing)</p> <p>Deferred until the next meeting.</p> <p>Next Meeting Dates</p> <p>The next meeting is scheduled for Monday, March 17, 2025.</p>
<p>Recommendations: <i>(only required when presenting for Board/COW approval)</i></p>	<p>MOTIONS <i>(if applicable)</i></p> <p>THAT the changes, as provided, to Appendix B Special Rules Section 6.4 in the TVDSB Bylaws be approved.</p>
Financial Implications:	N/A
Timeline:	N/A
Communications:	N/A
Appendices:	Appendix B: Special Rules of Order

Appendix B

Special Rules of Order

Special rules of order are written rules of parliamentary procedure formally adopted by an organization that supersede any rules in the adopted parliamentary authority. Special rules of order modify, or supplement rules contained in the parliamentary authority. An adopted Order of Business becomes a special rule.

1.0 Electronic Meeting Participation

- 1.1 The Board and its committees shall be authorized and given the opportunity, in part or in whole, to meet by telephone conference or through other electronic means so long as all members can simultaneously communicate in accordance with Board Policy and Procedure. A Trustee shall be deemed to be present as prescribed by the *Education Act* and O. Reg. 483/97.
- 1.2 It is the responsibility of the Trustee and committee members to ensure their electronic equipment is up to date and working properly. Any technical difficulties during the meeting shall not invalidate any decisions made so long as quorum is maintained.
- 1.3 Notwithstanding 6.10.2, if a member has technical issues and is unable to communicate effectively, the Chair shall instruct the appropriate individual to assist and shall have the Board stand at ease while attempts are made to fix the technical issue. If the technical issues cannot be remedied promptly, as determined by the Chair, so long as quorum is maintained, the meeting will continue.
- 1.4 Secret ballots can be used by a member participating virtually to cast a ballot through the scrutineer who can then cast a confidential vote on behalf of the member.

2.0 Committee Meeting Attendance

Any Trustee may attend meetings of a committee and may participate in the discussion, but only appointed members of the committee may vote, propose motions and recommendations for Board consideration, and attend any closed session portions of the meeting.

3.0 Motions

3.1 Debate (speaking time)

Each Trustee may speak twice up to five minutes each time on each debatable motion. Extra time may not be carried over if the full five minutes is not used.

3.2 Reconsider

A motion to reconsider must be made during the same meeting at which the vote to be reconsidered was taken and may be moved by any member who is going to change their vote based new and relevant information.

Debate on the motion to reconsider is restricted to reasons for reconsidering.

A motion to reconsider requires a second, debate is restricted, cannot be amended, can have motions to limit debate and close debate applied to it and requires a majority vote.

The chair can rule a motion to reconsider out of order if they find it to be dilatory or no new information has come to light that would necessitate reconsideration. If members disagree with the chair's ruling, the decision can be appealed, and the final decision will rest with the Board. Proposal of the motion to reconsider the vote suspends any action provided for in the motion targeted to be reconsidered until the motion to reconsider is decided.

3.3 Motions that bring a previous question to the Board of Trustees

3.3.1 Reconsider a Motion Previously Defeated

Following the defeat of a motion, the motion may not be reconsidered during the current Board term or within a period of 12 months, whichever is the lesser.

3.3.2 Amend a Motion Previously Adopted

Following the adoption of a motion, the motion may not be amended during the current Board term or within a period of 12 months, whichever is the lesser.

3.3.2 Rescind a Motion Previously Adopted

Following the adoption of a motion, the motion may not be rescinded during the current Board term or within a period of 12 months, whichever is the lesser

4.0 Request for information and Questions of Clarification

4.1 A Trustee may ask one question, request one supplementary question, on the same topic, and may then return to the speakers' list.

4.2 A request for information does not count as debate time unless the trustee both debates and asks a question.

4.3 If such request for information would require significant time commitment by Administration, it must be formulated into a motion and receive Board approval prior to the task being undertaken.

5.0 Substitution

5.1 A main motion may be amended by substitution. The substitution must be germane to the main motion and is subject only to a secondary amendment.

1. Main Motion
2. Amendment by Substitution
3. Amendment to the Substitution

Note that an Amendment to a Substitution cannot be amended.

5.2 Process for substitution:

- a. A main motion is pending.
- b. A member moves to amend the main motion by substituting another motion in its place.
- c. Another member seconds the motion to substitute.
- d. Chair states the motion
- e. Debate specific to the substitute amendment.
 - i. Substitute motion may be amended, but such amendment cannot also be amended.
- f. Majority vote on whether to substitute.
 - i. If approved the new main motion is the substituted motion and is voted on.

- ii. If defeated, the original main motion is debated and follows the usual process for main motions.

6.0 Voting on a Motion

6.1 Show of hands: Unless a recorded vote is requested, all votes at meetings shall be taken by a show of hands.

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~~6.3~~ 6.2 Recorded vote: If a motion for a recorded vote is carried, a recorded vote shall require all members including the Chair to participate in the vote indicating a yea, nay, or abstention.

~~6.4~~ 6.3 Student Trustees may request a recorded vote, without motion, as per the Education Act. The request must be made before the motion is called to question by the Chair.

6.4 The mover and seconder (where applicable) of the recommendation/motion will not be recorded in the minutes.

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7.0 Distribution of Meeting Materials

7.1 All Meeting materials will be distributed electronically unless a medical accommodation is requested.

7.2 Meeting materials will be printed for Committee Chairs upon request.