



BOARD BYLAWS

October 26, 2022

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TABLE OF CONTENTS

SECTION 1:	GENERAL	5
1.1	PURPOSE OF BYLAWS	5
1.2	APPLICATION AND SCOPE	5
1.3	AMENDMENTS TO BYLAWS.....	6
1.4	PROCEDURAL ERRORS AND OMISSIONS	7
1.5	SUPPORTING PROCEDURES TO THE BYLAWS	7
1.6	DEFINITIONS.....	7
SECTION 2:	ROLES AND RESPONSIBILITIES	15
2.1	BOARD OF TRUSTEES	15
2.2	TRUSTEES	15
2.3	BOARD CHAIR OR VICE-CHAIR.....	16
2.4	COMMITTEE CHAIR OR VICE-CHAIR.....	16
2.5	STUDENT TRUSTEES.....	17
2.6	DIRECTOR OF EDUCATION	17
SECTION 3:	ORGANIZATIONAL MEETING.....	19
3.1	PURPOSE OF ORGANIZATIONAL MEETING	19
3.2	SCHEDULING OF ORGANIZATIONAL MEETING.....	19
3.3	DIRECTOR AS PRESIDING OFFICER.....	19
3.4	ELECTION OF BOARD AND COMMITTEE CHAIR AND VICE-CHAIR	19
SECTION 4:	COMMITTEE STRUCTURE AND COMPOSITION	21
4.1	ESTABLISHMENT OF COMMITTEES	21
4.2	DISSOLUTION OF COMMITTEES	21
4.3	ROLE OF COMMITTEES	21
4.4	MEMBERSHIP OF COMMITTEES	21
4.5	PLANNING AND PRIORITIES COMMITTEE.....	22
4.6	COMMITTEE OF THE WHOLE	23
4.7	STANDING COMMITTEES.....	23
4.8	SPECIAL COMMITTEES	24
4.9	SUBCOMMITTEES.....	24
4.10	STATUTORY COMMITTEES	24
4.11	COMMUNITY ADVISORY COMMITTEES	25
4.12	STAFF COMMITTEES	25
SECTION 5:	BOARD AND COMMITTEE MEETINGS - RULES AND PROCEDURES	26
5.1	SCHEDULING A MEETING	26
5.2	CANCELLING A MEETING	26
5.3	OPEN (PUBLIC) SESSIONS.....	26
5.4	CLOSED (PRIVATE) SESSIONS	27

	<i>Attendees at a Closed (Private) Session</i>	27
	<i>Confidential Information</i>	28
5.5	SPECIAL BOARD AND COMMITTEE MEETINGS	28
	<i>Notice of Special Meeting and Agenda</i>	29
5.6	RECORD OF DECISIONS	29
5.7	ATTENDANCE AT MEETINGS	30
	<i>Board attendance and vacancies</i>	30
	<i>Exception: Pregnancy or Parental Leave</i>	30
	<i>Committee attendance and vacancies</i>	30
5.8	ELECTRONIC PARTICIPATION	31
5.9	PRESIDING OFFICER	31
5.10	QUORUM	31
5.11	ACKNOWLEDGEMENT OF TRADITIONAL LANDS	32
5.12	AGENDA	32
	<i>Meeting Agenda and Notice</i>	32
	<i>Order of Agenda</i>	33
	<i>Emergency Business</i>	34
	<i>Consent Agenda (at Board Meetings Only)</i>	34
5.13	DEBATE	35
	<i>Speaking Time</i>	35
	<i>Ending Debate at Board Meeting</i>	36
5.14	VOTING	36
	<i>Student Trustees</i>	37
	<i>Recorded Votes (at Board Meetings Only)</i>	37
	<i>Minority Report</i>	37
5.15	MOTIONS	38
	<i>General Rules</i>	38
	<i>Motions - Order of Precedence</i>	39
	<i>Motions of Precedence – Not Debatable</i>	39
	<i>Refusal to Accept a Motion</i>	40
	<i>Amendments to a Motion</i>	40
	<i>Motion to Refer</i>	41
	<i>Motion to Receive</i>	41
	<i>Extending Meeting Time</i>	41
	<i>Motion to Reconsider (at Board Meetings Only)</i>	41
	<i>Point of Order</i>	41
	<i>Question of Personal Privilege</i>	42
	<i>Notice of Motion</i>	43
5.16	PUBLIC PARTICIPATION IN MEETINGS	43
	<i>Delegations</i>	43
SECTION 6:	GOVERNANCE AND ACCOUNTABILITY FRAMEWORK	44
6.1	BOARD MEMBER CODE OF CONDUCT	44
6.2	CONFLICT OF INTEREST REGISTRY	44
6.3	INTEGRITY COMMISSIONER	44
	<i>Selection of an Integrity Commissioner</i>	45
	<i>Term of Office for Integrity Commissioner</i>	45

	<i>Responsibilities of the Integrity Commissioner</i>	<i>45</i>
SECTION 7:	RESOURCES	47
7.1	LEGISLATION, POLICIES, PROCEDURES AND OTHER DOCUMENTS	47
	<i>Legislation</i>	<i>47</i>
	<i>Policies</i>	<i>47</i>
	<i>Procedures</i>	<i>47</i>
	<i>Other Documents</i>	<i>47</i>
7.2	APPENDICES	47
SECTION 8:	INDEX	48

SECTION 1: GENERAL

1.1 Purpose of Bylaws

- 1.1.1 These Bylaws are enacted and administered by the Board of Trustees with support of the Director of Education and designated staff.
- 1.1.2 The Bylaws govern the actions of Trustees in Board and Committee meetings and advance democratic decision-making through fair and respectful dialogue and debate.
- 1.1.3 The Bylaws are consistent with applicable legislation, including the *Education Act*, *Municipal Act*, and *Municipal Conflict of Interest Act*.
- 1.1.4 The TDSB will ensure that fairness, non-discrimination, anti-oppression, anti-racism, equity, acceptance and inclusion are integrated into Board and Committee practices.

1.2 Application and Scope

1.2.1 Board and Committees

These Bylaws apply to all Trustees. Certain provisions apply to Student Trustees.

The Director of Education and designated staff provide support to the Board of Trustees in relation to these Bylaws for Board and Committee meetings. The rules contained within these Bylaws apply to both Board and Committee meetings, unless otherwise stated in any of the provisions.

For the purpose of these Bylaws, Committees (as defined in section 1.6) comprise Planning and Priorities Committee, Standing Committees, Special Committees, and Subcommittees but do not include Statutory Committees, Staff Committees, and Community Advisory Committees, which are governed by applicable legislation or Board policies.

1.2.2 Temporarily Suspending a Provision of the Bylaws

The Board may temporarily suspend one of the Bylaws' provisions on a one-time basis, with a two-thirds (2/3) majority vote of the members present, unless prohibited by the *Education Act* or other legislation.

SECTION 1: GENERAL

A temporary suspension of a Bylaws' provision will expire no later than at the end of the meeting. The following provisions, however, cannot be suspended:

- (a) Two-Thirds (2/3) Majority Vote of the Members Present Required to Suspend Provision(s) of the Bylaws (section 1.2.2);
- (b) Amendments to the Bylaws (section 1.3);
- (c) No New Business at Special Meetings (except Emergency Business) (section 5.5);
- (d) Quorum for Board and Committee Meetings (section 4.5.3, 5.10.);
- (e) Open (Public) Session (section 5.3);
- (f) Closed (Private) Session (section 5.4);
- (g) Notice of Motion (section 5.15.45 to 5.15.52); and
- (h) Motion to Reconsider (section 5.15.25 to 5.15.27).

Committees are not permitted to suspend any provision of the Bylaws.

Application of Standard Parliamentary Rules

The Board will make every effort to ensure that these Bylaws are consistent and up-to-date with the most current legislative requirements. In circumstances where the Bylaws are found to be inconsistent with or contradict any legislative act or regulation, the statute will prevail.

Standard parliamentary rules of order may be followed if both the relevant legislative acts and Bylaws are silent.

1.3 Amendments to Bylaws

1.3.1 Review Cycle

These Bylaws will be updated as required and reviewed at a minimum every four (4) years.

1.3.2 Advance Notice

Advance notice is to be given at the previous Board meeting for consideration to amend the Bylaws at a subsequent meeting.

1.3.3 Two-Thirds Majority Requirement

Two-thirds (2/3) majority vote of all Board members is required to make changes to the Bylaws.

1.3.4 Housekeeping Changes

The Director or designate may make any of the following non-substantive changes to the Bylaws:

- (a) Correction of spelling, punctuation or grammar and typographical errors;
- (b) Correction of format or layout of information to improve accessibility or electronic/print presentation;
- (c) Correction of cross-reference errors or discrepancy in the numbering of provisions; and
- (d) Updates to position or organizational titles.

1.4 Procedural Errors and Omissions

A procedural error or omission regarding notice of an agenda, report or meeting or the application of these Bylaws will not affect the validity of subsequent decisions undertaken by the Board or its Committees, unless the error or omission results in a violation of a statutory requirement.

1.5 Supporting Procedures to the Bylaws

The Board may adopt supporting procedures for any of the provisions contained within these Bylaws.

1.6 Definitions

For the purpose of these Bylaws, the following definitions will apply:

“Abstain due to a Conflict of Interest” means the act of not voting at a Board or Committee meeting as a result of having declared a pecuniary conflict of interest in accordance with the *Municipal Conflict of Interest Act*. Members who declare a conflict of interest on a matter cannot vote on that matter. The number of members required to pass a vote is subsequently reduced by the number of members who declared a conflict of interest;

“Adjourn” means to end a meeting;

“Agenda” means a list of items that form the order of business to be discussed at the Board or Committee meeting;

SECTION 1: GENERAL

“Amend” means a proposal to alter or modify a motion presented to the Board or Committee. An amendment cannot be contrary to, or change the intent of, the main motion;

“Appeal Ruling of a Chair or Presiding Officer” means to enquire in a formal meeting as to whether the correct decision regarding application of these Bylaws was called by the Chair or presiding officer, after the introduction of a point of order or question of personal privilege;

“Board” or **“Board of Trustees”** means the collective governing body of the TDSB, constituted as a board pursuant to the *Education Act*, including section 208(1) of the Act;

“Board Meeting” means a Regular Meeting of the **“Board of Trustees”**, as defined above;

“Business Arising” means consideration of a matter directly related to a recently concluded agenda item within the same meeting;

“Chair” means the Chairperson of the Board or of any Committee;

“Closed Session”, which may be referred to as **“Private Session”**, means a meeting or a portion of a meeting of the Board or Committee, which is closed to the public pursuant to section 207(2) of the *Education Act* and in accordance with section 5.4 of these Bylaws;

“Code of Conduct” means the Board Member Code of Conduct (P075) for the Toronto District School Board;

“Committee” means the following committees of the Board established pursuant to these Bylaws: Planning and Priorities Committee, Standing Committee, Special Committee, and Subcommittee;

“Committee of the Whole” is a meeting format of the Board of Trustees using procedural rules of Committee. Under the Committee of the Whole meeting format, a majority vote of the Board of Trustees is required to convene in either open or closed session to consider matters, including private matters;

“Community Advisory Committee” means an advisory committee of the Board which serves in an advisory function in accordance with legislation and its mandate to provide the Board with ongoing community advice on specified areas of Board policy or program, as well as on educational issues of community interest;

“Complaint Protocol” means the Complaint Protocol for the Board Member Code of Conduct (PR708);

“Conflict of Interest Registry” means the registry of Trustees’ conflict of interest declarations, established in accordance with the *Municipal Conflict of Interest Act*;

“Consent Agenda” means the portion of the Board agenda with items presented together and adopted at once without further debate;

“Defer” means to postpone consideration of a matter until next meeting or indefinitely. See also **Resume**;

“Delegation” means the action of speaking or submitting a written statement by a delegate to a Committee, as defined in the Board’s Delegation Procedure (PR718);

“Designate” means the person authorized to carry out certain and specific tasks on behalf of the **“Chair”** or **“Director”**, as appropriate;

“Director” means the Director of Education and Secretary-Treasurer of the TDSB;

“Emergency Business” means a time sensitive situation due to legislative, Government or regulatory requirements, or a situation, or the threat of a situation, adversely affecting health, safety and/or well-being, or resulting in significant legal risk or financial damage or loss, which by its nature and seriousness requires an immediate response;

“End Debate” means to put an end to debate immediately by putting any motion before Board or Committee to a vote;

“Ex-Officio Member” means a member of a Standing Committee by virtue of holding position of the Chair or Vice-Chair of the Board. An ex-officio member is not a regular member but has the same voting rights and privileges as any other member of a Standing Committee.;

“External Organization” means organizations external to the TDSB with Trustee representation by invitation;

“Integrity Commissioner” means the Integrity Commissioner appointed by the Board of Trustees in accordance with the TDSB’s Bylaws;

“Majority” for the purpose of voting means a simple majority or more than half of the total Board or Committee members present at the vote and not prohibited by statute from voting;

“Meeting” means any Regular or Special Meeting of Board or Committee of the Board;

“Member” means a member of the Board of Trustees that may be referred to as a “Trustee” pursuant to section 1(12) of the *Education Act*, with duties specified in section 218.1 of the Act. A Student Trustee, although not an elected member of the Board, has certain privileges and duties which are outlined in these Bylaws (section 2.5.1) and in accordance with the *Education Act* and its regulations;

“Minority Report” means a record of a member’s view or opposition related to a certain recommendation at Planning and Priorities Committee, Standing Committee, Special Committee, or a Subcommittee, which is included in the subsequent Committee report to the Board. Minority Report is a way to present an alternate recommendation or record of a member’s view at Committee for the Board’s information;

“Minutes” means the official record of a Board meeting once approved by the Board of Trustees;

“Motion” means a proposal put forward by a member for consideration by the Board or Committee;

“Motion of Precedence” means a priority motion which, when introduced, should be considered prior to resuming discussion or debate on any motion currently before the Board or Committee;

“Notice of Motion” means an advance notification, in writing, of a matter to be brought forward for consideration to a future Committee meeting by any member, with the intent to inform other Trustees, staff and the community about an upcoming matter;

“Open Session”, which may be referred to as **“Public Session”**, means a meeting or a portion of a meeting of the Board or a Committee of the Board open to the public in accordance with section 207(1) of the *Education Act*. Board and Committee meetings will always begin and end in open session but may be closed in limited circumstances as outlined in section 207(2) and 207(2.1) of the *Education Act*;

“Oral Update” means information, in the form of an agenda item, communicated verbally at a Board or Committee Meeting;

“Organizational Meeting” means the annual Regular Meeting at which the Board’s Chair and Vice-Chair are elected, committees (including Standing Committees, Statutory Committees and Community Advisory Committees) are established, and Trustee members are appointed to committees and external organization;

“Planning and Priorities Committee” is a Committee with a membership composition that includes all Board members with full participation and voting privileges;

“Point of Order” means a query in a formal debate or meeting as to whether the correct rule of the Bylaws is being followed;

“Present”, for the purpose of these Bylaws, means attendance at a Board or Committee meeting either physically or by electronic means;

“Presiding Officer” means the person designated to be the presiding officer of the meeting, usually the Chair or Vice-Chair, in accordance with section 3.3 and 5.9 of the Bylaws;

“Private Session” means **“Closed Session”**, as defined above;

“Public Session” means **“Open Session”**, as defined above;

“Question of Personal Privilege” means a request to the Chair to immediately consider and take action (despite any other pending business before the Board or Committee) to remedy a situation in which a member believes their rights or privileges are being disrespected;

“Quorum” means the minimum number of members necessary to conduct a meeting, which represents a simple majority of regular members;

“Receive” means to acknowledge an item or report provided for information (i.e., for receipt) and to have it placed in the Board records with no additional action required by the Board;

“Recess” refers to a short intermission, at the call of the Board or Committee Chair, or by a member (through a motion), which does not end the meeting, and after which business will be resumed at exactly the point where it was stopped;

“Reconsideration” refers to the reopening and potential amendment of a decision of the Board made within the previous 12 months;

“Recorded Vote” means a written record of the name and vote of members of the Board relating to a motion at a Board meeting. Recorded votes are not taken at Committee meetings;

“Refer” means to send a matter for consideration to another body under the jurisdiction of the TDSB (e.g., Board, Committee of the Board, Director of Education, Integrity Commissioner, Statutory Committee, Community Advisory Committee, etc.);

“Regular Meeting” means a scheduled meeting in accordance with the approved Schedule of Meetings;

“Resume” means to recommence consideration of a matter that was deferred or tabled;

“Rise and Report” means to report publicly the decisions of the Board or Committee made in a closed (private) session;

“Schedule of Meetings” means the Board and Committee meeting calendar approved by the Board and amended from time-to-time;

“Seconder” means a member who is interested in discussing a motion, proposed by another member at a Board or Committee meeting. Seconding a motion does not necessarily indicate that the seconder favours the motion. **“To Second”** means to support introduction of a motion for discussion and debate;

“Special Committee” means a Committee established by the Board to fulfil a specific task or objective, which is dissolved after the completion of its task. A Special Committee typically reports to a Standing Committee or directly to the Board;

“Special Meeting” means a meeting of the Board, Planning and Priorities Committee or a Standing Committee that is not part of the Board approved schedule of meetings;

“Staff Committee” means an operational committee or working group of Board employees, established by the Director, that may include Trustees, members of the public, and representatives of external organizations;

“Standard Parliamentary Procedure” means the generally accepted rules of order that govern meetings of an assembly or organization;

“Standing Committee” means a Committee, generally of a permanent nature, established by the Board;

“Statutory Committee” means any committee that, by law, the TDSB is required to establish;

“Subcommittee” means a Committee of Trustees established by the Board upon recommendation from the corresponding Standing Committee of the Board. Subcommittees make recommendations and report to the corresponding Standing Committees;

“Suspending a Provision of the Bylaws” means a procedural motion that temporarily suspends a provision of the Bylaws at a Board meeting;

“Table” means to put aside the current business and consider it later in the same meeting. See also **“Resume”**;

“TDSB” means the Toronto District School Board;

“Term of Office” means the period of time during which Trustees have been elected or appointed to serve pursuant to the *Municipal Elections Act*, the *Education Act*, and regulations;

“Term of the Board” means the term which corresponds to the regular Ontario Municipal Election, which is held every four years;

“Trustee” means **“Member”**, as defined above;

SECTION 1: GENERAL

“Two-Thirds Majority” means a voting principle which requires two-thirds (2/3) majority of the members of the Board or Committee present rather than a simple majority vote;

“Vice-Chair” means the Vice-Chairperson of the Board or Committee of the Board; and

“Year” means calendar year, unless otherwise indicated.

SECTION 2: ROLES AND RESPONSIBILITIES

2.1 Board of Trustees

- 2.1.1 The Board of Trustees is the collective governing body of the Toronto District School Board (TDSB). Its decision-making authority rests with the entire Board of Trustees and not with individual Trustees.

As outlined in section 169(1) of the *Education Act* and the TDSB's Governance Policy (P086), the Board of Trustees is expected to govern in a manner that is responsive to the needs of all students in the Toronto District School Board. Individual Trustees must balance their role as representatives of the ward constituents who elected them with their responsibilities as members of the Board of Trustees as a whole.

- 2.1.2 In broad terms, the Board of Trustees is required to:

- (a) Promote student achievement and well-being;
- (b) Ensure the effective stewardship of the Board's resources;
- (c) Deliver effective and appropriate education programs to its pupils;
- (d) Develop and maintain policies and organizational structures that promote the goals of the TDSB;
- (e) Monitor and evaluate the effectiveness of policies developed by the Board in achieving its goals and the efficiency of the implementation of those policies;
- (f) Develop and review annually a Multi-Year Strategic Plan in accordance with section 169.1(1)(f) of the *Education Act*; and
- (g) Monitor and evaluate the performance of the Director.

2.2 Trustees

- 2.2.1 For the purpose of these Bylaws, Trustees are expected, but not limited, to:

- (a) Recite the Declaration of Office and Oath of Allegiance in accordance with section 209 of the *Education Act*;
- (b) Attend and participate in meetings of the Board and Committees;
- (c) Bring the concerns of parents, students and the TDSB's stakeholders to the attention of the Board;
- (d) Uphold the implementation of any Board resolution after it is passed by the Board;
- (e) Maintain a focus on student achievement and well-being;
- (f) Consult with parents, students and the TDSB's stakeholders on the Board's Multi-Year Strategic Plan under section 169.1(1)(f) of the *Education Act*;
- (g) Comply with the TDSB's Board Member Code of Conduct (P075);

SECTION 2: ROLES AND RESPONSIBILITIES

- (h) Declare any pecuniary conflict of interest, whether direct or indirect, in accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings;
- (i) Must not be present at a closed session meeting for matters where they have declared a conflict of interest; and
- (j) Maintain confidentiality by not disclosing to any member of the public confidential information acquired by virtue of their office or during closed (private) sessions.

2.2.2 Trustees requiring accommodations may submit accommodation requests to the Director of Education. Accommodations will be provided in accordance with the *Accessibility for Ontarians with Disabilities Act (AODA)* and TDSB Accessibility Policy (P069).

2.3 Board Chair or Vice-Chair

2.3.1 The Chair of the Board, as an individual member, has no greater rights or powers than any other member of the Board. However, the members of the Board, as a whole, in electing one of their peers to be Chair of the Board, confer on the Chair a leadership role.

As set out in the TDSB's Governance Policy (P086) and the *Education Act*, the Board Chair or Vice-Chair (in the Chair's absence):

- (a) Presides over meetings of the Board;
- (b) Establishes agendas for Board meetings, in consultation with the Board's Director or designate;
- (c) Conducts meetings in accordance with these Board Bylaws;
- (d) Ensures that members of the Board have the information needed for informed discussion of the agenda items;
- (e) Acts as spokesperson to the public on behalf of the Board, unless otherwise determined by the Board;
- (f) Conveys the decisions of the Board to the Director or designate and staff;
- (g) Provides leadership in maintaining the Board's focus on the Multi-Year Strategic Plan established under section 169.1 of the *Education Act*;
- (h) Complies with and provides leadership regarding the TDSB's Board Member Code of Conduct (P075); and
- (i) Declares any pecuniary conflict of interest, whether direct or indirect at Board and Committee meetings in accordance with the *Municipal Conflict of Interest Act*.

2.4 Committee Chair or Vice-Chair

2.4.1 The Committee Chair or Vice-Chair (in the Chair's absence):

- (a) Presides over meetings of Committee;
- (b) Establishes agendas for Committee meetings, in consultation with the Director or designate;
- (c) Conducts meetings in accordance with these Board Bylaws;
- (d) Ensures that members of the Committee have the information needed for informed discussion of the agenda items;
- (e) Puts forward recommendations to the Board on behalf of the Committee through a Committee report;
- (f) Complies with the TDSB's Board Member Code of Conduct (P075); and
- (g) Declares any pecuniary conflict of interest, whether direct or indirect, in accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings.

2.5 Student Trustees

2.5.1 Student Trustees are not municipally elected members of the Board but play an important role in representing the interests of secondary school students through their participation in meetings of Student Senate, the Board and its Committees. As outlined in the *Education Act* and its regulations including Ontario Regulation 7/07, Student Trustees:

- (a) May attend Board and Committee meetings but are not considered members of the Board and may not exercise a binding vote on a matter;
- (b) May request that a matter before the Board be put to a recorded vote;
- (c) Must disclose any conflict of interest to the Board or Committee. During the discussion of the matter that gives rise to conflict, the Student Trustee cannot participate in the discussion, attempt to influence the vote of Board members, cannot suggest a motion, or exercise a non-binding recorded vote;
- (d) May not move or second motions but are entitled to suggest a motion to be moved by a member;
- (e) May attend closed session, subject to exceptions outlined in section 5.4.10; and
- (f) Must not disclose to any member of the public, confidential information acquired by virtue of their office or during closed (private) session.

2.6 Director of Education

2.6.1 The Director of Education is the supervisory officer appointed by the Board of Trustees, responsible for the day-to-day management and administration of all schools and departments, and the implementation of policies and directions approved by the Board.

2.6.2 The Director, as stated in sections 169.1, 198 and 283 of the *Education Act*, serves as the Chief Education Officer, Chief Executive Officer and Secretary to the Board.

2.6.3 As Secretary to the Board, the Director or designate will:

- (a) Preside over the Organizational Meeting until the Chair of the Board is elected;
- (b) Determine the times and location for the meetings of the Board and Committees, in consultation with the Board Chair and Committee Chairs;
- (c) Keep a full and correct record of the proceedings of every meeting of the Board and Committees;
- (d) Provide copies of any reports requested by the Ministry of Education; and
- (e) Give notice of all meetings of the Board and Committees to each of the members.

2.6.4 The Director may delegate their authority in writing to staff of the TDSB to carry out duties and responsibilities as defined by these Bylaws.

2.6.5 In addition to the duties assigned under the *Education Act* and these Bylaws, the Director or designate, for the sole purpose of section 6.3 of these Bylaws, must:

- (a) Provide information to the Integrity Commissioner deemed necessary in order to conduct an inquiry of a complaint made in accordance with the Board Member Code of Conduct (P075) and Complaint Protocol for the Board Member Code of Conduct (PR708); and
- (b) Provide the Integrity Commissioner with unrestricted access to all books, accounts, financial records and communications, files, papers, things, or property belonging to or used by the TDSB that the Integrity Commissioner believes to be necessary for an inquiry of a complaint made in accordance with the Board Member Code of Conduct (P075) and Complaint Protocol for the Board Member Code of Conduct (PR708).

SECTION 3: ORGANIZATIONAL MEETING

3.1 Purpose of Organizational Meeting

3.1.1 The purpose of the Organizational Meeting will be to:

- (a) Elect the Chair and Vice-Chair of the Board;
- (b) Establish and review Committees of the Board (as defined in section 1.6), Statutory Committees and Community Advisory Committees;
- (c) Appoint members to Committees of the Board;
- (d) Elect the Chair and Vice-Chair of Standing Committees of the Board;
- (e) Appoint members to represent the Board on external organizations; and
- (f) Adopt an annual schedule of meetings (including meeting times) of the Board, Planning and Priorities Committee, and Standing Committees.

3.2 Scheduling of Organizational Meeting

3.2.1 In an election year, the Organizational Meeting will be held immediately following the Municipal Election and no later than seven (7) days after the start of the term of the Board.

3.2.2 In all other years, the Board will hold an Organizational Meeting each year during the month of November.

3.3 Director as Presiding Officer

3.3.1 The Director or designate appointed by the Board will call the meeting to order and preside until the Chair of the Board is elected, in accordance with the *Education Act*.

3.4 Election of Board and Committee Chair and Vice-Chair

3.4.1 Nominations for Chair and Vice-Chair of the Board and its Committees will be received from members, including through self-nomination.

3.4.2 The election of Chair and Vice-Chair of the Board and Committees and other offices will require a majority vote of the members present.

3.4.3 Tie votes on a final ballot will result in another vote to be conducted before drawing lots, as outlined in the *Education Act*.

3.4.4 Following the election for Chair of the Board, the new Chair will preside at the Organizational Meeting and subsequent Board meetings.

3.4.5 If a Committee Chair and Vice-Chair have not been elected at the

SECTION 3: ORGANIZATIONAL MEETING

Organizational Meeting, the Committee members will elect a Chair and Vice-Chair from amongst themselves at the first Committee meeting.

- 3.4.6 The term of office of a Committee Chair and Vice-Chair will expire on the date of the annual Organizational Meeting .
- 3.4.7 The Committee Chair and Vice-Chair may be re-elected to a subsequent term(s) of office by the Committee, subject to the appointments made at Organizational Meeting each year.
- 3.4.8 The Board will adopt a governance procedure for the election of members to various offices and positions.

SECTION 4: COMMITTEE STRUCTURE AND COMPOSITION

4.1 Establishment of Committees

- 4.1.1 The Board will consider and approve the Board's Committee structure and composition on an annual basis at the Organizational Meeting or as required.
- 4.1.2 The Board may establish by resolution any Committee it deems appropriate, including but not limited to Standing, Special, or Subcommittee, as well as Statutory Committee or Community Advisory Committee, subject to applicable legislation.
- 4.1.3 The Board will approve terms of reference for all Committees (as defined in section 1.6), Statutory Committees and Community Advisory Committees, when applicable, which clearly outline the mandate and membership of the Committees.

4.2 Dissolution of Committees

- 4.2.1 The Board may dissolve any Committee, Statutory Committee or Community Advisory Committee at the Organizational Meeting or by resolution at any time as required, subject to applicable legislation.

4.3 Role of Committees

- 4.3.1 Committees are not decision-making bodies and may only make recommendations to the Board for consideration and final approval.
- 4.3.2 Committees will provide information or make recommendations to the Board through Committee reports.

4.4 Membership of Committees

- 4.4.1 Trustees will be elected to serve on the Board's Committees at Organizational Meeting or may be appointed from time-to-time as vacancies arise.
- 4.4.2 Each member of the Board, except the Chair and Vice-Chair of the Board, will be appointed to one (1) Standing Committee.
- 4.4.3 No member of the Board will serve on more than one (1) Standing Committee.
- 4.4.4 The Chair and Vice-Chair of the Board will be ex-officio members of each Standing Committee, with full voting privileges.
- 4.4.5 A member whose term of office on a Committee has expired may be re-

SECTION 4: COMMITTEE STRUCTURE AND COMPOSITION

appointed to a subsequent term of office by the Committee, subject to the appointments made at the Organizational Meeting each year.

- 4.4.6 Only Trustees may be members of a Committee, as defined in section 1.6 (i.e., Planning and Priorities Committee, Standing Committee, Special Committee, and Subcommittee).
- 4.4.7 The membership of a Committee will be determined by the Board.
- 4.4.8 A Trustee who is not a member of a Committee cannot move a motion, vote or be counted towards quorum, but may attend the meeting, unless attendance is restricted to members only by Committee's terms of reference, and speak to a matter under consideration by the Committee.
- 4.4.9 The Board may appoint Trustees to serve on Statutory Committees, Community Advisory Committees and other agencies, boards and commissions, including those external to the Board, as it deems necessary or when requested, if supported by the Board and consistent with legislation.

4.5 Planning and Priorities Committee

- 4.5.1 Planning and Priorities Committee will be composed of all Trustees with full participation and voting privileges.
- 4.5.2 The Chair of the Planning and Priorities Committee will serve as the Board Chair and the Vice-Chair of the Planning and Priorities Committee will serve as the Board Vice-Chair.
- 4.5.3 Quorum for the Planning and Priorities Committee will be twelve (12) members of the Board.
- 4.5.4 Planning and Priorities Committee's mandate will be to make recommendations to the Board on:
 - a) The development and annual review of the Board's Multi-Year Strategic Plan for the Board, in consultation with the Director or designate;
 - b) The Board's inter-governmental relations;
 - c) The development and management of plans for senior leadership succession;
 - d) Professional development for members of the Board;
 - e) Facility and property matters, including property disposition, major capital projects, boundary changes;
 - f) Matters related to Trustees and Trustee Services; and
 - g) Other issues referred to it from time to time by the Board or the Chair of the Board.

SECTION 4: COMMITTEE STRUCTURE AND COMPOSITION

- 4.5.5 The term of the Planning and Priorities Committee will coincide with the term of the Board.

4.6 Committee of the Whole

- 4.6.1 The Board may convene in Committee of the Whole format by majority vote to consider matters during Regular and Special Board Meetings.
- 4.6.2 The Vice-Chair of the Board will serve as Chair of Committee of the Whole, and the Chair of the Board will serve as Vice-Chair of Committee of the Whole.
- 4.6.3 Committee of the Whole may be held in open (public) or closed (private) session pursuant to section 207(2) of the *Education Act*.

4.7 Standing Committees

- 4.7.1 The Board will establish Standing Committees to consider matters related to education, finance, personnel and property as cited in the *Education Act*.
- 4.7.2 The Board's Standing Committees are as follows:
- (a) Finance, Budget and Enrolment Committee;
 - (b) Governance and Policy Committee; and
 - (c) Program and School Services Committee.
- 4.7.3 The Finance, Budget and Enrolment Committee mandate will be to consider and make recommendations to the Board on finance matters, including procurement and contract awards, referred to it for consideration, review the impact of enrolment and policy change on the Board's budget, including reviewing the impact of enrolment trends, and marketing strategies to bolster enrolment in declining areas of the city; and consider strategies to balance the capital and operating budget over a multi-year period, and to make recommendations to the Board to balance the annual capital and operating budget. The Committee will also consider facility related issues, including leases, plant operations, maintenance, architect selection and sketch plan approvals.
- 4.7.4 The Governance and Policy Committee's mandate will be to consider and make recommendations to the Board on governance and policy matters referred to it for consideration, including review of Board governance practices, Board Bylaws, and the ongoing development and review of the Board's policies.
- 4.7.5 The Program and School Services Committee's mandate will be to consider and make recommendations to the Board on education matters referred to it for consideration, including matters presented by the Board's Community Advisory Committees.

4.8 Special Committees

- 4.8.1 The Board may establish a Special Committee consisting of Trustees to make recommendations to the Board on any matter. Any Trustee may be appointed to be a member of a Special Committee.
- 4.8.2 The term of a Special Committee will expire on the date of the annual Organizational Meeting each year unless otherwise decided by the Board.
- 4.8.3 A Special Committee that has expired may be re-established and continued by the Board at its next Organizational Meeting.
- 4.8.4 The terms of reference, including mandate and membership, of a Special Committee will be established by the Board.

4.9 Subcommittees

- 4.9.1 A Standing Committee may recommend that the Board establish a Subcommittee to make recommendations to the corresponding Standing Committee on any matter before the Committee for consideration. Any Trustee may be appointed to be a member of a Subcommittee.
- 4.9.2 The term of a Subcommittee will expire on the date of the annual Organizational Meeting each year unless otherwise decided by the Board.
- 4.9.3 A Subcommittee that has expired may be re-established and continued by the corresponding Standing Committee.
- 4.9.4 The terms of reference, including mandate and membership, of a Subcommittee will be recommended by the Standing Committee and will require approval by the Board.

4.10 Statutory Committees

- 4.10.1 The terms of reference for Statutory Committees will be in accordance with the *Education Act* and applicable regulations.
- 4.10.2 The Board will establish the following Statutory Committees as prescribed by the *Education Act* and regulations:
 - (a) Audit Committee (Ontario Regulation 361/10);
 - (b) Parent Involvement Advisory Committee (also a Community Advisory Committee under Ontario Regulation 330/10);
 - (c) Special Education Advisory Committee (also a Community Advisory Committee under Ontario Regulation 464/97);

- (d) Supervised Alternative Learning Committees (Ontario Regulation 374/10); and
- (e) Student Discipline Committee (*Education Act*, s.309 (12), and s.311.3 (9)).

4.10.3 The mandate, membership composition and terms of reference for Statutory Committees will be governed by applicable legislation.

4.11 Community Advisory Committees

4.11.1 The Board may establish Community Advisory Committees to provide the Board with ongoing community advice on specified areas of Board policy or program, as well as on educational issues of community interest.

4.11.2 The Board's Community Advisory Committees are as follows:

- (a) Urban Indigenous Community Advisory Committee;
- (b) 2SLGBTQ+ Community Advisory Committee;
- (c) Alternative Schools Community Advisory Committee;
- (d) Black Student Achievement Community Advisory Committee;
- (e) Community Use of Schools Community Advisory Committee;
- (f) Early Years Community Advisory Committee;
- (g) Environmental Sustainability Community Advisory Committee;
- (h) Equity Policy Community Advisory Committee;
- (i) French-as-a-Second-Language Community Advisory Committee
- (j) Inner City Community Advisory Committee;
- (k) Parent Involvement Advisory Committee (also a Statutory Committee per Ontario Regulation 330/10); and
- (l) Special Education Advisory Committee (also a Statutory Committee per Ontario Regulation 464/97).

4.11.3 The Board may appoint members to any Community Advisory Committee, subject to the Community Advisory Committee's terms of reference and governing legislation. Community Advisory Committees are not subject to provisions within these Bylaws.

4.12 Staff Committees

4.12.1 Staff Committees are committees established by the Director, when necessary, to address operational matters. The Director may, from time-to-time, require Trustee input on matters of an operational nature, through Staff Committees. When needed, the Director may seek Trustee participation on a Staff Committee, through the Chair of the Board.

SECTION 5: BOARD AND COMMITTEE MEETINGS - RULES AND PROCEDURES

5.1 Scheduling a Meeting

- 5.1.1 Regular Board and Committee Meetings will be held in accordance with the *Education Act* and the schedule of meetings approved at Organizational Meeting by the Board, which can be amended from time-to-time.
- 5.1.2 Committees will hold their first meeting within six (6) weeks of the adoption of the Board resolution establishing the Committee.
- 5.1.3 Special Meetings of the Board, Planning and Priorities Committee and Standing Committees may be scheduled from time-to-time, in accordance with section 5.5 of these Bylaws.
- 5.1.4 Special Committees and Subcommittees will meet on an as needed basis and at the call of the Board Chair (for Special Committees) or respective Committee Chair (for Subcommittees), in consultation with the Director or designate.

5.2 Cancelling a Meeting

- 5.2.1 The Chair of the Board (or Vice-Chair in the Chair's absence) may cancel a Board meeting in consultation with the Director or designate.
- 5.2.2 The Committee Chair (or Vice-Chair in the Chair's absence) may cancel a Committee meeting in consultation with the Director or designate.

5.3 Open (Public) Sessions

- 5.3.1 All Board and Committee meetings will be open to the public, except when considering confidential matters as prescribed by the *Education Act*.
- 5.3.2 The Board or Committee will pass a motion in order to convene into closed (private) session (section 5.4).
- 5.3.3 No person will be excluded from a meeting that is open to the public except for improper conduct in accordance with section 207(1) of the *Education Act*.
- 5.3.4 No person will engage in conduct that is negative, critical, or derogatory towards any other person, or engage in any behaviour that is disruptive to the meeting. Where a person engages in such conduct, the Chair may advise the person to cease such behaviour, or the person may be required to leave the meeting.

- 5.3.5 Available webcasts of public Board and Committee meetings will be posted on the TDSB's public website.

5.4 Closed (Private) Sessions

- 5.4.1 The Board will establish a process to ensure the security and confidentiality of proceedings held during closed (private) sessions, including with electronic participation, in accordance with Ontario Regulation 463/97 under the *Education Act*.
- 5.4.2 At the appropriate time during a meeting, a member may move a motion for a Board or Committee meeting to be closed to the public. The matter under consideration must be consistent with sections 207(2) and 207 (2.1) of the *Education Act* which permits closed (private) sessions when the subject-matter involves:
- (a) The security or property of the Board;
 - (b) The disclosure of intimate, personal, or financial information in respect of a member of the Board of Trustees, a current or prospective employee, a student, parent, or guardian of the student;
 - (c) The acquisition or disposal of a school site;
 - (d) Decisions in respect of negotiations with employees of the Board;
 - (e) Litigation affecting the Board; or
 - (f) An ongoing investigation under the *Ombudsman Act* respecting the TDSB.
- 5.4.3 At the conclusion of a closed (private) session, the Board will rise and report in an open session. Recommendations made in closed (private) session will not come into effect until approved at a Regular Meeting of the Board.
- 5.4.4 The Director or designate will maintain a complete record of the decisions made, including recorded votes where applicable.
- 5.4.5 Minutes of all closed (private) sessions will be transmitted to the Board for consideration and remain confidential, unless otherwise released to the public upon direction of the Board and in accordance with legal opinion, or as required under the *Municipal Freedom of Information and Protection of Privacy Act*.

Attendees at a Closed (Private) Session

- 5.4.6 Members of the public will be required to leave before a closed (private) session commences.
- 5.4.7 A Trustee or Student Trustee who declared a conflict of interest must withdraw from the closed (private) session for the entire discussion of the matter about

which they have declared a conflict.

- 5.4.8 Certain closed (private) sessions of Committees may be restricted to Committee members only, in accordance with their terms of reference.
- 5.4.9 Sessions closed to the public may have individuals in attendance other than Trustees (e.g., TDSB senior staff as determined by the Director or designate, or delegates who have permission from the Board Chair and the Director or designate to speak on a matter as described under section 5.4.2 of these Bylaws) in accordance with the *Education Act*.
- 5.4.10 Student Trustees may attend closed (private) sessions, except when discussion of a matter gives rise to conflict of interest (declared by the Student Trustee) or when matters under consideration include the disclosure of intimate, personal or financial information with respect to a member of the Board or Committee, an employee or prospective employee of the TDSB, a pupil or their parent or guardian (section 207(2)(b) of the *Education Act*).
- 5.4.11 In the absence of the official recording secretary during a closed (private) session, the presiding officer may appoint any member or other person to act as secretary for that meeting, in accordance with the *Education Act*.

Confidential Information

- 5.4.12 Matters discussed in private session must not be communicated to any person not present at the private session, except to a Trustee, or unless otherwise decided by the Board.
- 5.4.13 Trustees are expected to maintain strict confidentiality around any issue that is dealt with in closed (private) sessions and are bound by the confidentiality and protection of privacy provisions under the *Education Act* and the *Municipal Freedom of Information and Protection of Privacy Act*.
- 5.4.14 Student Trustees may attend closed (private) sessions but must not disclose or release to any member of the public, any confidential information acquired by virtue of their office or during private session, in accordance with the *Education Act* and Ontario Regulation 7/07.

5.5 Special Board and Committee Meetings

- 5.5.1 The Board may hold a Special Board Meeting from time-to-time to consider time-sensitive or Emergency Business matters, if called by the:
 - (a) Chair of the Board, in consultation with the Director or designate; or
 - (b) Director or designate, at the written request of the majority of the Board.

- 5.5.2 The Special Board Meeting requested by the majority of the Board must occur within 5 business days from the time of the request.
- 5.5.3 Planning and Priorities Committee and Standing Committees may hold a Special Committee Meeting from time-to-time to consider time-sensitive or Emergency Business matters, if called:
- (a) By the Committee Chair (or the Chair of the Board in their absence), in consultation with the Director or designate;
 - (b) At the request of the majority of the corresponding Committee; or
 - (c) In accordance with the Board's Delegation Procedure (PR718).
- 5.5.4 The Special Committee Meeting requested by the majority of the corresponding Committee members must occur within 5 business days from the time of the request.

Notice of Special Meeting and Agenda

- 5.5.5 The Director or designate, in consultation with the Chair of the Board/Committee, will notify all members in writing (or via e-mail communication) of a Special Meeting at least twenty four (24) hours in advance of the meeting and will include the agenda for the meeting with notice.
- 5.5.6 The agenda for a Special Meeting will include all matters that are to be considered at the meeting, including a brief statement of the items to be considered at the meeting, and will indicate whether any part of the meeting should be held in public or in private session.
- 5.5.7 A matter that is not included on the Special Board or Committee Meeting agenda cannot be considered, unless it qualifies as Emergency Business and two-thirds (2/3) majority of the members present at the meeting wish to consider the matter.

5.6 Record of Decisions

- 5.6.1 At all Board and Committee meetings, the Director or designate will maintain a complete record of the decisions made, including recorded votes, where applicable, and declarations for the Board's Conflict of Interest Registry.
- 5.6.2 At each Regular Board Meeting, the Director or designate will present, through the Chair, draft minutes of the decisions and votes recorded at previous meetings of the Board for confirmation.

5.7 Attendance at Meetings

Board Attendance and Vacancies

- 5.7.1 At Board, a member must be physically present at the meeting for at least three (3) Regular Meetings of the Board in each twelve (12) month period, beginning November 15th, and must be physically present at one (1) Regular Meeting for each period of four (4) full calendar months during the member's term of office, unless physical attendance is restricted or prohibited by law.
- 5.7.2 In accordance with section 228 (1) of the *Education Act*, a Trustee vacates their seat if they are absent, without authorization by resolution of the Board, as recorded in the minutes, from three (3) consecutive Regular Board Meetings.

Exception: Pregnancy or Parental Leave

- 5.7.3 Section 5.7.2 does not apply to Trustees absent for 20 consecutive weeks or less, if the absence is a result of the Trustee's pregnancy, the birth of the Trustee's child or the adoption of a child. During the pregnancy or parental leave, the Trustee will retain membership at Committees.
- 5.7.4 When a seat becomes vacant under the terms of section 228 (1) of the *Education Act*, the provisions of the *Education Act* will apply with respect to filling such vacancy.

Committee Attendance and Vacancies

- 5.7.5 At a Committee, with the exception of Planning and Priorities Committee, a Trustee loses their Committee membership if they are absent, without authorization of the Committee, from three (3) consecutive Regular Committee Meetings.
- 5.7.6 A Committee vacancy, other than a Subcommittee, will be reported to the Board in the next Committee report.
- 5.7.7 In the event of a vacancy, the Board will appoint a member, where possible, to fill a Committee vacancy upon being notified.
- 5.7.8 The Board may decide to reduce the Committee membership rather than fill a Committee vacancy.
- 5.7.9 A Subcommittee vacancy will be reported to the Standing Committee that established it in the next Subcommittee report.
- 5.7.10 The Standing Committee will appoint a member, where possible, to fill a

Subcommittee vacancy on the Subcommittee it established upon being notified.

5.8 Electronic Participation

- 5.8.1 The Board will provide an opportunity to participate electronically in Board and Committee meetings in accordance with the provisions of the *Education Act* and Ontario Regulation 463/97 – Electronic Meetings and Meeting Attendance.
- 5.8.2 The Board will outline the rules for electronic participation in the Electronic Participation in Meetings Policy (P039) and will adopt a process to ensure the security and confidentiality of proceedings held during closed (private) meetings.
- 5.8.3 All members participating via electronic means who are not speaking to an item are expected to use the mute function on their device. Members will make every effort to avoid disrupting a meeting by turning personal and electronic devices to a non-audible function, reducing all background noise (including audible sounds transmitted from placing a call on hold), and refraining from private conversations.

5.9 Presiding Officer

- 5.9.1 The Chair (or Vice-Chair in their absence) will preside at a meeting of the Board or Committee.
- 5.9.2 In the absence of the Chair or Vice-Chair, the Board or Committee will appoint one member to preside at the meeting or until the Chair or Vice-Chair is present.
- 5.9.3 At Organizational Meeting, the Director or designate will preside until the Chair of the Board is elected.
- 5.9.4 No member of the Board or Committee will preside at a meeting during the consideration of a motion when that member has declared a conflict of interest.

5.10 Quorum

- 5.10.1 A quorum is the minimum number of members necessary to conduct a meeting which represents a simple majority of regular members.
- 5.10.2 If a quorum is present, a meeting will commence within fifteen (15) minutes of the meeting start time as shown in the agenda.
- 5.10.3 If a quorum is not present within fifteen (15) minutes after the start time shown

in the meeting agenda, the names of the members present will be recorded and the meeting will be cancelled.

- 5.10.4 At a Board meeting, if a quorum is lost during the course of the meeting, the Board will stand in recess. If quorum cannot be re-established within fifteen (15) minutes of the Board recessing due to a loss of quorum, the Board will stand adjourned.
- 5.10.5 At a Committee meeting, if a quorum is lost during the course of the meeting, and the members of the Committee remaining determine that quorum cannot be re-established, the Committee will stand adjourned.
- 5.10.6 Quorum does not increase with the attendance of ex-officio member(s) at a Standing Committee meeting, but an ex-officio member will count towards quorum.
- 5.10.7 Where a member is participating electronically, their attendance will be included for quorum as long as they remain electronically connected to the meeting. Members who leave the meeting before adjournment, whether temporary or permanent, will advise the Chair.

5.11 Acknowledgement of Traditional Lands

- 5.11.1 All Board and Committee meetings will include an acknowledgement of the Traditional Territories/Ancstral Lands of Aboriginal peoples recited by the Chair, Vice-Chair or designate.

5.12 Agenda

Meeting Agenda and Notice

- 5.12.1 The content of the agenda for:
 - (a) Board, will be determined by the Board Chair in consultation with the Board Vice-Chair (if available) and the Director or designate;
 - (b) Committee, will be determined by the Committee Chair in consultation with the Committee Vice-Chair (if available) and the Director or designate; and
 - (c) Committees, for the purpose of hearing delegations in accordance with the Delegation Procedure (PR718), will be determined by the Committee Chair in consultation with the Board Chair and the Director or designate.
- 5.12.2 The Director or designate will provide members with the agenda for Board and Committee meeting, including all background material with notice, at least three (3) business days in advance of the meeting.

- 5.12.3 All meeting materials will be provided in accordance with the *Accessibility for Ontarians with Disabilities Act* (AODA) and TDSB's Accessibility Policy (P069).

Order of Agenda

- 5.12.4 Matters will generally be considered in the order shown in the agenda. The final agenda will be approved at the meeting by a majority of the members present.

- 5.12.5 At Regular Board, the following is the typical order of an agenda:

- (a) Call to Order
- (b) Convene into Committee of the Whole, if applicable
- (c) National Anthem and Acknowledgement of Traditional Lands
- (d) Approval of the Agenda
- (e) Celebrating Board Activities
- (f) Memorials
- (g) Chair's Announcements
- (h) Reports from Trustees Appointed to External Organizations and Student Trustees
- (i) Director's Leadership Report
- (j) Declarations of Possible Conflict of Interest
- (k) Consent Agenda (matters to be decided without discussion)
- (l) Confirmation of Minutes from previous meeting(s)
- (m) Staff Reports
- (n) Committee Reports
- (o) Notices of Motion
- (p) Emergency Business
- (q) Adjournment

- 5.12.6 At Committee, the following is the typical order of an agenda:

- (a) Call to Order and Acknowledgement of Traditional Lands
- (b) Approval of the Agenda
- (c) Declarations of Possible Conflict of Interest
- (d) Delegations
- (e) Staff Reports
- (f) Subcommittee and Special Committee Reports, if applicable
- (g) Motions for Consideration (introduced at a previous Board or Committee meeting)
- (h) Notices of Motion (discussion for next meeting)
- (i) Emergency Business
- (j) Adjournment

- 5.12.7 The presiding officer will bring agenda items to the meeting floor in the approved order of the agenda. No separate motions will be required to move

the meeting through the agenda items.

- 5.12.8 At a Special Meeting of the Board and Committee, the order of the agenda will be determined by the Chair of the Board or Committee, as the case may be, in consultation with the Director or designate.

Emergency Business

- 5.12.9 A matter not on the agenda or directly related to matters arising from discussion (Business Arising) cannot be introduced by a Trustee at a Board or Committee meeting, or after the notice of agenda has been circulated to members, unless the item qualifies as Emergency Business (as defined in section 1.6) and is confirmed by a two-thirds (2/3) majority vote of the members present.
- 5.12.10 Trustees may introduce Emergency Business at Regular and Special Board and Committee Meetings.
- 5.12.11 The Director may introduce Emergency Business at Regular and Special Board and Committee Meetings.

Consent Agenda (at Board Meetings Only)

- 5.12.12 The Consent Agenda will be prepared for Regular Board Meetings as part of agenda development. The consent agenda is the portion of the agenda with items presented together and adopted at once without further debate. Staff reports that are presented directly to the Board, without prior discussion at Committee, will be excluded from the consent process and presented at the meeting for discussion.
- 5.12.13 Upon receiving the notice of a Board agenda, members are required to advise the Chair of the Board and the Director or designate, no later than one (1) business day prior to the scheduled meeting, if requesting a separate discussion and vote on an item listed on the consent agenda. Matters which receive support of four (4) or more Board members will be discussed separately. All other items will constitute the consent agenda.
- 5.12.14 If a member requests separate discussion on an item at the time of the meeting, the matter will only be removed from the consent agenda with approval by two-thirds majority vote.
- 5.12.15 All matters listed on the consent agenda will be presented as matters to be decided without discussion.

5.13 Debate

- 5.13.1 The Chair or designate will maintain a list of members who wish to speak to a motion.
- 5.13.2 The Chair will recognize a member to speak by calling the member by name and indicating that the member has the floor.
- 5.13.3 Members and participants in a meeting will address their comments through the Chair of the meeting.
- 5.13.4 At Board meetings, physically present members and participants will stand, if able, when addressing the Chair.
- 5.13.5 No member will interrupt another member who has the floor, except for the Chair presiding over a meeting or a member for the purpose of stating a point of order or question of personal privilege.
- 5.13.6 Members will confine their comments to the merits of the motion being considered.
- 5.13.7 The Chair may rule a question out of order if a member has already asked substantially the same question in another form.
- 5.13.8 The presiding officer is entitled to move, second or speak to a motion, but only once they have relinquished or passed the role of presiding officer to another member. Should the presiding officer move a motion, having relinquished their role as presiding officer, they may not preside over the meeting until the motion has been dealt with.
- 5.13.9 At any time before a motion is put to a vote, a member may request that the motion be read aloud.

Speaking Time

- 5.13.10 At Board, a member may speak only once to each motion or matter under consideration and for up to five (5) minutes.
- 5.13.11 At Board, a member, who moved the main motion, but not amendment, may speak a second time for up to three (3) minutes in order to conclude debate.
- 5.13.12 At Committee, members may speak an unlimited number of times to each motion or matter under consideration, up to five (5) minutes each time.
- 5.13.13 At Committee, a member, who moved the motion, but not amendment, may

speak last and for up to three (3) additional minutes to conclude debate.

5.13.14 At Committee, members may speak subsequent times, but only after all members have had their first opportunity to speak.

5.13.15 Notwithstanding sections 5.13.12 to 5.13.14, members may modify rules on speaking time and frequency of speaking at a Committee and the Committee of the Whole meetings. The modified rules will require two-thirds (2/3) majority vote, will apply on a one-time basis, and will expire at the end of consideration of the item.

Ending Debate at Board Meeting

5.13.16 At Board meetings, a motion to end debate will be out of order.

Ending Debate at Committee Meeting

5.13.17 At Committee, a member who has not spoken to a motion may move that debate on the motion be closed and the pending motion be put to a vote, but only after all members of the Committee who are entitled to speak have had an opportunity to speak once.

5.13.18 No member will speak on a motion to end debate.

5.13.19 A motion to end debate will require two-thirds (2/3) majority of the members.

5.13.20 If a motion to end debate is supported by two-thirds (2/3) majority, no further debate can take place and the Chair will immediately put the pending motion to a vote.

5.14 Voting

5.14.1 A member who is present at a meeting is entitled to vote once on each motion under consideration, unless prohibited by statute from voting.

5.14.2 Only Committee members may vote at Committee meetings.

5.14.3 A member, except the Chair, who is present and fails to vote on a motion, will be deemed to have voted against the motion. If the Chair abstains from voting, their vote will be recorded neither for nor against the motion, and the number of members required to pass a vote will subsequently be reduced by one.

5.14.4 A member who declares a conflict of interest must abstain from voting, and will be recorded as abstaining due to a conflict of interest. When a member abstains due to a conflict of interest, their vote will be recorded neither for nor

against the motion, and the number of members required to pass a vote will subsequently be reduced by the number of members with a declared conflict, in accordance with the *Municipal Conflict of Interest Act*.

- 5.14.5 Before a motion is voted on, a member may request that a motion containing separate parts or propositions be voted on separately.
- 5.14.6 When a motion is put to a vote, the Chair will first call votes in favour of, and then votes against.
- 5.14.7 After a vote is taken, the Chair will declare whether the motion was carried or defeated.
- 5.14.8 A tie vote means the motion is defeated.

Student Trustees

- 5.14.9 Student Trustees are entitled to vote and may request that a matter before a Board meeting be put to a recorded vote, in accordance with Ontario Regulation 7/07 under the *Education Act*. Student Trustee votes are non-binding.

Recorded Votes (at Board Meetings Only)

- 5.14.10 Votes taken at Board meeting, but not at a Committee meeting, may be recorded.
- 5.14.11 At the request of a member, including a Student Trustee, the Director or designate will record the vote of each member on a motion, if the request was made before the vote commenced.
- 5.14.12 When a recorded vote is requested, members will vote using the electronic voting system, where possible.

Minority Report

- 5.14.13 Any member may request that their view or record of opposition related to a certain recommendation at a Committee meeting be included in the form of a minority report.
- 5.14.14 A minority report, which may include an alternate recommendation from that of the majority, will be in writing and included in the Committee report to the Board for information.
- 5.14.15 Any member who wishes to have their minority report considered at a Board

meeting will request that the Committee report be removed from the consent agenda within prescribed timelines.

- 5.14.16 When the Committee report is before the Board, the Committee's recommendation must be considered first. If the Board does not adopt the Committee's recommendation, the minority report may be moved and considered.

5.15 Motions

General Rules

- 5.15.1 A matter to be decided at the Board or at a Committee meeting will be in the form of a motion.
- 5.15.2 Motions require a mover and a seconder, with exception of certain procedural motions outlined in Appendix A - Parliamentary Procedure Chart.
- 5.15.3 Any member present at a Board meeting, or Committee member at Committee meeting, may move or second (where required) a motion related to an item on the Agenda, Business Arising (section 1.6), or Emergency Business (sections 1.6, 15.12.9 – 15.12.11), unless disqualified from participating due to a conflict of interest.
- 5.15.4 All motions that would require the Board to expend funds for a new initiative will be considered by the Finance, Budget and Enrolment Committee or Planning and Priorities Committee prior to consideration by the Board.

The following information must be provided:

- by the mover (with support from the Director or designate):
 - (a) The projected cost of implementing the proposal;
 - (b) The recommended source of the required funds, including any required amendments to the Board's approved budget; and
 - (c) A framework to explain the expected benefit and outcome as a result of the expenditure.
 - by the Director or designate:
 - (d) An analysis of the financial implications to ensure the TDSB financial position remains balanced.
- 5.15.5 A motion that has been moved and seconded (where required) is considered to be on the floor and will be decided by a vote, unless withdrawn.

5.15.6 A member who moved a motion may withdraw it from consideration before the vote is taken on the motion, provided that no other member present objects to the motion from being withdrawn.

5.15.7 If a member objects to a request to withdraw a motion, the Board or Committee will immediately decide whether to permit the motion to be withdrawn by majority vote.

Motions - Order of Precedence

5.15.8 When a motion is being considered, no other motion will be in order except a motion of precedence.

5.15.9 A motion of precedence may be introduced by a member during a meeting and will take precedence over any current motion under consideration. A motion of precedence will be decided before debate on the current motion or amendments to that motion can resume.

5.15.10 Only one motion of precedence can be before the Board or Committee at any time.

5.15.11 If a motion of precedence is defeated, another motion of precedence to the same effect cannot be made until some other business has taken place and been decided.

5.15.12 A motion of precedence includes the following:

- (a) Adjourn;
- (b) Defer;
- (c) End debate;
- (d) Move into closed session;
- (e) Move into Committee of the Whole;
- (f) Recess;
- (g) Refer;
- (h) Resume consideration of a motion; and
- (i) Table.

Motions of Precedence – Not Debatable

5.15.13 The following motions of precedence will be decided without debate:

- (a) Adjourn;
- (b) Defer;

- (c) End debate; and
- (d) Recess.

Refusal to Accept a Motion

5.15.14 The Chair may rule a motion out of order if it is contrary to the Bylaws of the Board.

5.15.15 If a Chair rules a motion out of order, the Chair will state the applicable Bylaws provision or authority.

5.15.16 At Committee, the following types of motions are not in order:

- (a) Reconsider a previous decision of the Board (unless the motion to reconsider was explicitly referred to the Committee by the Board); and
- (b) Suspend a provision of the Bylaws.

Amendments to a Motion

5.15.17 A motion being considered by the Board or Committee may be amended, except those motions that are not debatable (section 5.15.13 above) or motions that are not amendable (section 5.15.18 below).

5.15.18 Motions that are not amendable include:

- (a) Appeal the ruling of Chair or presiding officer;
- (b) Defer;
- (c) End debate;
- (d) Reconsider a previous decision of the Board (at Board);
- (e) Resume consideration of a motion;
- (f) Table a motion;
- (g) Temporarily suspend a provision of the Bylaws (at Board); or
- (h) Withdraw a motion.

5.15.19 An amendment, to be in order, must:

- (a) Directly relate to the motion it proposes to amend;
- (b) Propose some change in the substance or form of the motion; and
- (c) Not be contrary to the main concept of the original motion it proposes to amend.

5.15.20 Only two amendments to a main motion may be proposed at any point in time.

5.15.21 The vote on the motion, the amendment and any amendment to the amendment will be taken in the reverse order of that in which they were moved.

Motion to Refer

5.15.22 A matter may be referred to:

- (a) The Board;
- (b) Committee;
- (c) The Chair of the Board;
- (d) The Director of Education or designate; or
- (e) A Statutory or Community Advisory Committee.

Motion to Receive

5.15.23 A motion to receive may be made at any time during debate.

Extending Meeting Time

5.15.24 No Board or Committee meeting will continue in session beyond 11 p.m., unless upon the consent of two-third (2/3) majority of members present, the meeting is extended for a defined period of time (in 30 minute intervals) to debate items currently on the floor or to deal with any matter on the agenda deemed to be urgent or time sensitive. An additional motion to extend the meeting time is in order unless meeting time is extended beyond 11:59 p.m.

Motion to Reconsider (at Board Meetings Only)

5.15.25 A previous decision of the Board cannot be reconsidered for at least twelve (12) months after the decision was made, unless two-thirds (2/3) majority of all members decide otherwise.

5.15.26 A decision of the Board made at a previous Board meeting cannot be reconsidered unless notice of the motion to reconsider the decision has been included in the agenda.

5.15.27 A decision of the Board made earlier in an ongoing (current) meeting may be reconsidered on a motion without notice.

Point of Order

5.15.28 A member may advise the Chair when they believe that a departure from the Bylaws has taken place and the correct provision(s) of the Bylaws is not being

followed.

- 5.15.29 A member is entitled to interrupt another member only in situations where they wish to raise a point of order.
- 5.15.30 The point of order in question must be clearly stated by the member, with reference to the particular Bylaw provision or section.
- 5.15.31 The Chair will decide on the point of order without debate.
- 5.15.32 The Chair may declare a recess in order to review the point of order in question and make a decision.
- 5.15.33 A member may interrupt the meeting to introduce a motion to appeal the ruling of a Chair, which requires majority vote to overturn a decision of the Chair.
- 5.15.34 If the appeal from the decision of the Chair results in a tie vote, the Chair's decision on the point of order will be upheld.

Question of Personal Privilege

- 5.15.35 Any member may raise a question of personal privilege if they feel that they have been disrespected or believe that any other Trustee or staff member has been disrespected.
- 5.15.36 A member may also raise a question of personal privilege if there has been negative impact to:
 - (a) The reputation of the member or staff, as well as any member of the public;
 - (b) The member's ability to exercise rights and privileges; and/or,
 - (c) The authority of the Board or Committee to govern and conduct a meeting.
- 5.15.37 The question of personal privilege must be stated clearly and should include the remedy or resolution requested by the member.
- 5.15.38 A question of personal privilege will not be in order if the remedy or resolution requested exceeds the power or ability of the Chair, Committee or Board.
- 5.15.39 The Chair will decide on the question of personal privilege without debate.
- 5.15.40 The Chair may declare a recess in order to consider the question of privilege in order to make a decision.
- 5.15.41 At Committee, the Chair may refer the question of privilege to the Board Chair

for a decision at a later time, if practicable.

5.15.42 The decision of the Committee Chair may be appealed to the Board.

5.15.43 A member may interrupt the meeting to introduce a motion to appeal the ruling of a Chair, which requires majority vote to overturn a decision of the Chair.

5.15.44 If the appeal from the Chair's decision results in a tie vote, the Chair's decision on the question of privilege will be upheld.

Notice of Motion

5.15.45 Motions must first be introduced as a Notice of Motion to provide advance notification of a matter, unless related to agenda discussion (Business Arising) or Emergency Business.

5.15.46 A Notice of Motion introduced at Board or a Committee meeting will be in writing and requires a mover and a seconder.

5.15.47 A Notice of Motion may be introduced by any member present at the meeting.

5.15.48 A Notice of Motion may be submitted to the Director or designate at least (7) days before the meeting or at the meeting.

5.15.49 A Notice of Motion will not be debated at the meeting at which it is introduced.

5.15.50 A Notice of Motion submitted to the Board, will be referred to the appropriate Committee for consideration.

5.15.51 A Notice of Motion submitted to a Committee, will be considered at a subsequent Committee meeting.

5.15.52 A Notice of Motion may be withdrawn by the mover before the motion is considered at the meeting.

5.16 Public Participation in Meetings

Delegations

5.16.1 Delegations will be considered at Committee meetings and at Committee of the Whole and will be managed in accordance with the Delegation Procedure (PR718).

SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

6.1 Board Member Code of Conduct

- 6.1.1 The Board will adopt a Board Member Code of Conduct for its members and review it after each municipal election, in accordance with the *Education Act* and Ontario Regulation 246/18.
- 6.1.2 The TDSB's Board Member Code of Conduct (P075), which supports the Board's commitment to meeting high standards of conduct by Trustees and staff, is provided in the reference section of these Bylaws.
- 6.1.3 Complaints regarding Board Members' conduct will be addressed in accordance with the Board Member Code of Conduct (P075) and accompanying Compliant Protocol for the Board Member Code of Conduct (PR708).

6.2 Conflict of Interest Registry

- 6.2.1 Members have a responsibility to disclose any pecuniary conflict of interest, whether direct or indirect in accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings by filing a written statement with Board Services acting as the Director's designate. In closed (private) session, members must withdraw from and not be present in the meeting room or participate via electronic means when a matter about which they have declared a conflict is being discussed.
- 6.2.2 The Director of Education or designate will:
 - (a) File the written statement by the member in the TDSB's Conflict of Interest Registry;
 - (b) Record the conflict of interest in the Minutes or official record of the public Board or Committee meeting;
 - (c) Record the conflict of interest in the Minutes or official record of a closed or private session meeting and also in the official record of the next Regular public Board Meeting; and
 - (d) Make the TDSB's Conflict of Interest Registry available for public review.

6.3 Integrity Commissioner

- 6.3.1 The Board will appoint an Integrity Commissioner to provide accountability services and advice pursuant to the Board Member Code of Conduct (P075) and the *Education Act*.
- 6.3.2 The Integrity Commissioner carries out in an independent manner the duties

and responsibilities of their office as set out in the TDSB's Bylaws, the Board Member Code of Conduct (P075) and the Complaint Protocol (PR708).

6.3.3 The Integrity Commissioner is accountable, and reports directly, to the Board.

Selection of an Integrity Commissioner

6.3.4 The Integrity Commissioner selection process will be conducted in accordance with the Board's procurement policies overseen by a selection panel of Trustees appointed by the Board and chaired by the Board Chair or designate.

6.3.5 Appointment of the Integrity Commissioner will be recommended by the selection panel to the Board for approval.

Term of Office for Integrity Commissioner

6.3.6 The Integrity Commissioner will be appointed for a five (5) year non-renewable term of office.

6.3.7 The term of office for the Integrity Commissioner may be extended by the Board in exceptional circumstances

6.3.8 A two-thirds (2/3) majority vote of the Board is required for the appointment, extension of term, removal of office or termination for cause of the Integrity Commissioner.

6.3.9 The Integrity Commissioner may be removed from office or terminated for cause, before the expiry of their term of office, in accordance with these Bylaws and policies and procedures of the Board.

6.3.10 The Integrity Commissioner may resign from office at any time by giving ninety (90) days written notice to the Board Chair, unless the notice requirement is waived by both parties.

6.3.11 Serving the Board of Trustees, the Integrity Commissioner will provide advice and offer an independent, transparent and accountable process for conducting inquiries and complaint resolution.

Responsibilities of the Integrity Commissioner

6.3.12 The Integrity Commissioner will:

- (a) Provide advice on the application of the Board Member Code of Conduct, TDSB policies, procedures and the Complaint Protocol and general

information with respect to a member's obligations under the *Municipal Conflict of Interest Act*;

- (b) Make inquiries as directed by the Board and in accordance with the Complaint Protocol into whether a member of the Board has contravened the Board Member Code of Conduct;
- (c) Provide opinions on policy matters and make other reports to the Board as requested on issues of ethics and integrity;
- (d) Provide educational programs to members of the Board on issues of ethics and integrity;
- (e) Maintain custody and control of complaint and inquiry files and on completion of their term of appointment, to transfer open files relating to ongoing matters to the incoming Integrity Commissioner appointed by the Board; and
- (f) Provide such other duties respecting ethical matters as assigned by the Board.

SECTION 7: RESOURCES

7.1 Legislation, Policies, Procedures and Other Documents

Legislation

- *Education Act*
- *Municipal Conflict of Interest Act*
- *Municipal Elections Act*
- *Municipal Freedom of Information and Protection of Privacy Act*

Policies

- Accessibility (P069)
- Board Member Code of Conduct (P075)
- Electronic Participation in Meetings Policy (P039)
- Equity Policy (P037)
- Governance Policy (P086)
- Professional Development for Trustees (P090)
- Trustee Pregnancy and Parental Leave Policy (P093)

Procedures

- Complaint Protocol to the Board Member Code of Conduct (PR708)
- Delegation Procedure (PR718)

Other Documents

- TDSB's Multi-Year Strategic Plan

7.2 Appendices

- Appendix A: Parliamentary Procedure Chart

SECTION 8: INDEX

2

2SLGBTQ+ Community Advisory Committee; 25

A

Abstain Due to Conflict of Interest 7
 Accessibility 16
 Acknowledgement of Traditional Lands 32
 Adjourn 7
 Advisory Committee See Community Advisory Committee (CAC)
 Agenda 7, 32
 consent agenda 9
 Consent Agenda 34
 content of agenda 32
 Emergency Business 34
 order of agenda 33
 Alternative Schools Community Advisory Committee 25
 Amend a Motion 8, 40
 Amendments to Bylaws 6
 Appeal Ruling of Chair 8, 42
 Application and Scope of Bylaws 5
 Attendance 30
 pregnancy or parental leave 30
 Audit Committee 24

B

Black Student Achievement Community Advisory Committee 25
 Board
 meeting 8
 roles and responsibilities 15
 Board and Committee Meeting 26
 acknowledgement of traditional lands 32
 agenda 32
 attendance and vacancies 30
 attendees at a closed (private) session 27
 cancelling a meeting 26
 Closed (Private) Sessions 27
 confidential information 28
 debate 35
 electronic participation 31
 motion 38

notice of special meeting and agenda 29
open (public) sessions 26
Presiding Officer 31
quorum 31
record of decisions 29
scheduling a meeting 26
speaking time 35
special meetings 28
voting 36
 Board Member Code of Conduct See Code of Conduct
 Board of Trustees See Board
 Business Arising 8
 Bylaws Review See Review Cycle

C

Chair 8
 Board Chair roles and responsibilities 16
 Committee Chair roles and responsibilities 16
 Closed Session 8
 Code of Conduct 8, 44
 Committee 8
 dissolution 21
 establishment 21
 membership 21
 Planning and Priorities Committee 11, 22
 role 21
 Special Committee 24
 Standing Committee 23
 Statutory Committee 24
 structure and composition 21
 Subcommittee 24
 Committee of the Whole 8, 23
 Community Advisory Committee (CAC) 9, 25
 2SLGBTQ+ CAC 25
 Alternative Schools CAC 25
 Black Student Achievement CAC 25
 Community Use of Schools CAC 25
 Early Years CAC 25
 Environmental Sustainability CAC 25
 Equity Policy CAC 25
 French-as-a-Second-Language CAC 25
 Inner City CAC 25
 Parent Involvement Advisory Committee 25
 Special Education Advisory Committee 25
 Urban Indigenous CAC 25
 Community Use of Schools Community Advisory Committee 25

SECTION 8: INDEX

Complaint Protocol	9
Conflict of Interest	
<i>abstain due to conflict of interest</i>	7
<i>conflict of interest registry</i>	9, 44
Conflict of Interest Registry	9, 44
Consent Agenda	9, 34

D

Debate	35
<i>end debate</i>	36
<i>speaking time</i>	35
Defer	9, See Resume
Definitions	7
Delegation	9, 43
Designate	9
Director	9
<i>Director as presiding officer</i>	19
<i>roles and responsibilities</i>	17, 44
Director of Education	See Director

E

Early Years Community Advisory Committee	25
Election	
<i>Election of Board/Committee Chair and Vice-Chair</i>	19
Electronic Participation	31
Emergency Business	9, 34
End Debate	9, 36
Environmental Sustainability Community Advisory Committee	25
Equity Policy Community Advisory Committee	25
Errors and Omissions	7
Ex-Officio Member	9
<i>member of each Standing Committee</i>	21
Extending Meeting Time	41
External Organization	10

F

Finance, Budget and Enrolment Committee	23, 38
French-as-a-Second-Language Community Advisory Committee	25

G

Governance and Policy Committee	23
Governance Framework	44

H

Housekeeping Changes	7
----------------------	---

I

Inner City Community Advisory Committee	25
Integrity Commissioner	10, 44

M

Majority	10
Meeting	10
Meeting Time	41
Member	10
<i>roles and responsibilities</i>	15
Minority Report	10, 37
Minutes	10
Motion	10, 38
<i>amendment</i>	40
<i>motion of precedence</i>	10, 39
<i>motion to expend funds</i>	38
<i>not amendable</i>	40
<i>not debatable</i>	39
<i>notice of motion</i>	10, 43
<i>Personal Privilege</i>	42
<i>Receive</i>	12, 41
<i>Reconsider</i>	41
<i>Reconsideration</i>	12
<i>Refer</i>	12, 41
<i>refusal to accept a motion</i>	40
<i>seconder required</i>	38
<i>withdraw</i>	39
Motion of Precedence	10, 39
Motion to Receive	41

N

Notice of Motion	10, 43
------------------	--------

O

Open Session	11
Oral Update	11
Order of Precedence	See Motion of Precedence
Organizational Meeting	11, 19
<i>purpose</i>	19
<i>scheduling</i>	19

SECTION 8: INDEX

P

Parent Involvement Advisory Committee	25
Parliamentary Procedure	6, 13
Planning and Priorities Committee	11, 22, 38
<i>mandate</i>	22
<i>quorum</i>	22
Point of Order	11, 41
Point of Personal Privilege	See Question of Personal Privilege
Precedence	See Motion of Precedence
Present	11
Presiding Officer	11, 31
Private Session	See Closed Session
Procedures to Bylaws	7
Program and School Services Committee	23
Public Participation in Meetings	See Delegation
Public Session	See Open Session
Purpose of Bylaws	5

Q

Question of Personal Privilege	11, 42
Quorum	11, 22, 31
<i>for Planning and Priorities Committee</i>	22

R

Receive	12
Recess	12
Reconsider	41
Reconsideration	12
Record of Decisions	29
Recorded Vote	12, 37
Refer	12, 41
Regular Meeting	12
Resume	12, See Table, See Defer
Review Cycle	6
Review of Bylaws	See Review Cycle
Rise and Report	12
Roles and Responsibilities	15

S

Schedule of Meetings	12
Second	12
Seconder	12
Speaking Time	35
Special Committee	12, 24
Special Education Advisory Committee	25

Special Meeting	13, 28
Staff Committee	13, 25
Standing Committee	13, 23
<i>Finance, Budget and Enrolment Committee</i>	23
<i>Governance and Policy Committee</i>	23
<i>Program and School Services Committee</i>	23
Statutory Committee	13, 24
<i>Audit Committee</i>	24
<i>Parent Involvement Advisory Committee</i>	24
<i>Special Education Advisory Committee</i>	24
<i>Student Discipline Committee</i>	25
<i>Supervised Alternative Learning Committees</i>	25
Student Discipline Committee	25
Student Trustees	17
<i>Closed (Private) Session</i>	28
<i>Voting</i>	37
Subcommittee	13, 24
Supervised Alternative Learning Committee	25
Suspending Provision of Bylaws	5, 13

T

Table	13, See Resume
TDSB	13
Term of Office	13
Term of the Board	13
Trustee	See Member
Two-Thirds Majority	14

U

Urban Indigenous Community Advisory Committee	25
---	----

V

Vacancies	30
Vice-Chair	14
Voting	36

W

Withdraw	
<i>motion</i>	39
<i>notice of motion</i>	43

Y

Year	14
------	----

PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
Amend a Motion	"I move that the motion be amended by..."	Yes	Yes	Yes <i>Note: Only two amendments to a motion are permitted on the floor at one time.</i>	Majority <i>Note: Amendments are voted on in the reverse order of which they were introduced.</i>	5.15.17 to 5.15.21
Appeal Ruling of the Chair	"I move to appeal the ruling of the Chair."	No	No	No	Majority <i>Note: If tie vote, Chair's ruling is upheld.</i>	5.15.33 5.15.34 5.15.43 5.15.44
Private Information <i>(If in public, must move into closed session. The matter must fall within sections 207(2) and 207(2.1) of Education Act).</i>	"I move that the Board resolve into Committee of the Whole private to consider ____."	Yes	Yes	Yes	Majority	5.4.1 to 5.4.5, 5.4.12 to 5.4.14
Declare a Conflict of Interest <i>Note: Must withdraw from room and/or not participate via electronic means if in private session.</i>	"I rise to declare a possible conflict of interest on the following item as [insert reason]."	No	No	No	N/A	1.6 5.4.7 5.4.10 5.6.1 5.9.4 5.14.4 6.2.1 6.2.2

PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
Defer	"I move that consideration of the matter be deferred."	Yes	Yes	Yes <i>(re: specific time)</i>	Majority	5.15.12(b) 5.15.13(b) 5.15.18(b)
Divide a Motion into Separate Parts	"I move that the matter be voted on as separate parts, as follows..."	Yes	Yes	Yes	Majority	5.14.5
End/Adjourn a Meeting	"I move that the meeting be adjourned."	Yes	No	No	Majority	5.10.4 5.10.5 5.15.12(a) 5.15.13(a)
End Debate and Vote on the Motion <i>(Committee Only)</i>	"I move to end debate and vote on the motion."	Yes	No	No	2/3 Majority	5.13.16 to 5.13.20
Enforcing a Meeting Rule or Raising a Point of Order	"I would like to raise a point of order, regarding section ____ of the Bylaws."	No	No	No	Majority	5.13.5, 5.15.28 to 5.15.34
Extend the Meeting Time <i>Note: 30-minute intervals after 11 p.m.</i>	"I move to extend the meeting time until ____."	Yes	Yes	Yes <i>(re: defined time only)</i>	2/3 Majority	5.15.24

PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
Member's Rights or Privileges have been Disrespected	"I would like to raise a question of personal privilege as follows. I suggest the following remedy."	No	No	No	N/A	5.15.35 to 5.15.44
Minority Report <i>(At Board – must be removed from consent agenda prior to the meeting to consider alternate recommendation)</i>	"I do not agree with the recommendation of the committee. I wish to provide a minority report on item..."	No	No <i>(alternate recommendation can be considered/debated)</i>	No	N/A <i>(except for an alternate recommendation)</i>	5.14.13 to 5.14.16
Motion to Receive	"I move that item ____ regarding ____ be received."	Yes	Yes	No	Majority	5.15.23
Motion to Reconsider a Previous Decision of the Board <i>(Requires previous notice of motion and applies to Board only)</i>	"I move that a previous decision regarding ____ of ____ be reconsidered."	Yes	Yes	No	Two-thirds majority of all Board	5.15.25 to 5.15.27

PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Second	Debate	Amend	Vote	Section
Recess	"I move that a recess be called for ____ minutes."	Yes <i>(Note: Not required if called by the Chair)</i>	No	No <i>(except length of recess)</i>	Majority	5.10.4 5.15.12(f) 5.15.13(d) 5.15.32 5.15.40
Recorded Vote <i>(Board only)</i>	"I request a recorded vote on item__."	No	No	No	N/A	5.14.10 to 5.14.12
Relinquish the Role of Chair (as presiding officer) to Engage in Discussion/Debate or Move a Motion	"I wish to pass the Chair to Vice-Chair _____ or to Trustee _____."	No	No	No	N/A	5.13.8
Refer <i>Note: Main motion or main motion as amended only.</i>	"I move that the matter be referred to staff for ____ or to ____ Committee."	Yes	Yes	Yes	Majority	5.15.12(g) 5.15.22
Reorder the Agenda	"I move that the agenda be reordered, as follows..."	Yes	Yes	Yes	Majority	5.12.4 to 5.12.8
Resume	"I move that motion _____ be resumed."	Yes	No	No	Majority	5.15.9 5.15.12(h) 5.15.18(e)

PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
Table	"I move that consideration of the matter be tabled."	Yes	Yes	No	Majority	5.15.12 (i) 5.15.18 (f)