



Bylaws

Board of Trustees

Waterloo Region District School Board

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1. Overview

1.1. Statutory Provisions

- 1.1.1. The following bylaws of the Waterloo Region District School Board shall be observed for the order and dispatch of its business. All former bylaws of the Waterloo Region District School Board are hereby repealed.
- 1.1.2. The following bylaws of the Waterloo Region District School Board shall be observed for the order and dispatch of its business. All former bylaws of the Waterloo Region District School Board are hereby repealed.
- 1.1.3. All provisions in this bylaw shall be interpreted in a manner consistent with all laws applicable to a public board of education in Ontario.

1.2. Definitions

- 1.2.1. For the purpose of these bylaws:
 - a. "Act" means the *Education Act of Ontario*, R.S.O. 1990 and the Regulations thereto, as amended from time to time;
 - b. "Ad Hoc Committee" means a committee established for a specific time frame and purpose;
 - c. "Board" means the Board of Trustees of the Waterloo Region District School Board;
 - d. "Board Committee" means an ongoing committee established by the Board;
 - e. "Board meeting" means an official, regularly-scheduled or special Board meeting as defined in the *Education Act*;
 - f. "Chair" means the Chair of the Board;
 - g. "Committee Chair" means the Chair of statutory, Committee of the Whole, board, community or ad hoc committee of the Board;
 - h. "Committee of the Whole" refers to an ongoing committee established by the Board, which meets on a regular basis, and with a membership that consists of all Trustees;
 - i. "Committee of the Whole In Camera" means an in camera, closed meeting of the Board or any committee of the Board from which the public is properly excluded pursuant to the *Education Act*, the *Young Offenders' Act* or the *Municipal Freedom of Information and Protection of Privacy Act*;
 - j. "Community Committee" refers to a committee(s) established to address operational/system needs, initiatives and community partnerships;
 - k. "Director" means the Director of Education and Secretary who is also the Chief Executive Officer and Secretary of the Board;
 - l. "Member" means a voting member of a Board committee;
 - m. "Past Chair" means the most recent previous Chair, who is currently a trustee of the Board;
 - n. "Quorum" means such a number of trustees as must be present in order that business can be legally transacted;
 - o. "Staff Committee" refers to a committee established by staff whereas a trustee may be invited to attend in order to provide guidance or feedback;
 - p. "Statutory Committee" means a committee struck as a requirement of legislation;
 - q. "Student Trustee" means a student elected to represent the interests of students, pursuant to the *Education Act*;
 - r. "Treasurer" means the Coordinating Superintendent of Business Services and Treasurer of the Board;

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- s. "Trustee" means a person elected, or acclaimed, or appointed to the office of Trustee on the Board pursuant to the provisions of the *Municipal Elections Act* and the *Education Act*;
- t. "Two-thirds majority" means a vote of two-thirds of trustees present at a meeting. It is calculated by multiplying the number of trustees present by .66 and rounding up to the nearest whole number e.g., $11 \times .66 = 7.26$ and would be rounded up to 8;
- u. "Vacancy" means when due to death, resignation, removal, or disqualification for reasons pursuant to the *Education Act*, a trustee no longer holds their office;
- v. "Vice-Chair" means the Vice-Chair of the Board;
- w. "Working day" means any regular day of business of the WRDSB Education Centre.

1.3. Amendments and Additions to Existing Bylaws

- 1.3.1. No amendment, alteration, or addition to the bylaws shall be made unless written notice outlining the proposal is presented at the meeting previous to the meeting during which the item will be considered. A majority vote of the trustees present is required to support the scheduling of the proposal at the next meeting.
- 1.3.2. To adopt an amendment, alteration or addition to the bylaws requires the support of two-thirds of all trustees present at the meeting during which the proposal is considered.

1.4. Corporate Seal and Execution of Documents

- 1.4.1. Documents required to be executed under the Corporate Seal of the Board shall be signed by the Director of Education or designate, as deemed appropriate. The Corporate Seal of the Board is located in Corporate Services.
- 1.4.2. The Corporate Seal of the Board shall be in the form impressed on the original copy of bylaws located in the Administrative Offices of the Waterloo Region District School Board.
- 1.4.3. The Chair or the Vice-Chair of the Board and the Treasurer shall be authorized to sign cheques and orders for payment of money on behalf of, and in the name of, the Board.
- 1.4.4. The Treasurer shall be authorized to endorse bills of exchange, cheques, drafts, and orders for payment of money, for deposit to the credit of the Board, and to receive all paid cheques and vouchers, and any documents the bank may have from time to time, belonging to the Board, and to sign the bank's form of settlement and release.
- 1.4.5. The Treasurer shall be authorized to sign cheques by means of a cheque signing machine and a facsimile of the signatures of the Chair of the Board and the Treasurer.
- 1.4.6. The Chair of the Board and the Treasurer shall be authorized to sign all necessary bank forms or documents required by the bank in respect to parts 1.4.3, 1.4.4, and 1.4.5 of these bylaws.
- 1.4.7. The Treasurer shall be authorized to have printed all the necessary forms required for the banking business of the Board.

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1.4.8. The Treasurer has the authority to negotiate property matters on behalf of the Board.

1.5. Electronic Meetings

1.5.1. At every Board and Committee of the Whole meeting, the following persons shall be physically present in the meeting room of the Board:

- a. The Chair or their designate;
- b. At least five additional Trustees;
- c. The Director or their designate;
- d. The Manager of Corporate Services or their designate.

1.5.2. At the request of any Trustee, the Board shall provide the Trustee or representative with electronic means of participating in one or more meetings of the Board or Committee of the Whole except where to do so would not comply with the *Education Act*.

1.5.3. A Trustee of the Board who participates in a meeting through electronic means shall be deemed to be present at the meeting but not counted towards quorum.

1.5.4. A Trustee of the Board shall be physically present in the meeting of the Board for at least three regular Board meetings in each twelve month period beginning December 1 (*Education Act, s.229(1)*).

1.5.5. For the period beginning when a Trustee of a Board is elected or appointed to fill a vacancy and ending on the following November 30, the Trustee shall be physically present in the meeting room of the Board for at least one regular Board meeting for each period of four full calendar months that occurs during the period beginning with the election or appointment and ending the following November 30 (*Education Act, S.229(2)*).

1.5.6. The electronic means shall permit the trustee to hear and be heard by all other participants in the meeting and a method of conveying votes and gaining the floor will be determined prior to the meeting.

2. Trustee Determination and Distribution

2.1. The number of trustees on a district school board is determined under the *Act* (Section 58.1).

2.2. The distribution of trustees is governed by Ontario Regulation 412/00 (Election to and Representation on District School Boards). A report is provided to the Board by staff in advance of each municipal election, outlining the distribution of trustees.

2.3. The Waterloo Region District School Board is a public corporate entity composed of eleven trustees, elected by public school ratepayers for a four year term representing the seven municipalities within the Regional Municipality of Waterloo:

- a. City of Cambridge/Township of North Dumfries - three trustees
- b. City of Kitchener - four trustees
- c. City of Waterloo/Township of Wilmot - three trustees
- d. Township of Wellesley/Township of Woolwich - one trustee

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- 2.4. The Board, as mandated by the *Act*, has a collective regional responsibility of governance and policy making for public education in accordance with the provisions of the *Act*, its regulations and other relevant legislation.
- 2.5. Qualification/Disqualification (*Education Act, Section 219*)
- 2.5.1. A person is qualified to be elected as a Trustee of a district school board or school authority if the person is qualified to vote for members of that district school board or school authority and is a resident in its area of jurisdiction.
- 2.5.2. A person who is qualified to be elected as a member of a district school board or school authority is qualified to be elected as a member of that district school board or school authority for any geographic area in the district school board's or school authority's area of jurisdiction, regardless of which positions on that district school board or school authority the person may be qualified to vote for.
- 2.5.3. A member of a district school board or school authority is eligible for re-election if otherwise qualified.
- 2.5.4. A person is not qualified to be elected or to act as a member of a district school board or school authority if the person is,
- an employee of a district school board or school authority;
 - the clerk or treasurer or deputy clerk or deputy treasurer of a county or municipality, including a regional municipality, all or part of which is included in the area of jurisdiction of the district school board or the school authority;
 - a member of the Assembly or of the Senate or House of Commons of Canada; or
 - otherwise ineligible or disqualified under the *Act* or any other Act.

3. Student Trustees

- 3.1. The Board appoints student representatives, as directed by legislation, in accordance with the Board's policy 3006 – Student Trustees on student representatives.
- 3.2. A Student Trustee will have their vote recorded for the purpose of public record and for accountability to the student body; however, it is recognized that “a student trustee is not a member of the Board and is not entitled to exercise a binding vote.” (*Education Act, Section 55 (2)*)

4. Trustee Responsibility

- 4.1. The Board will operate in accordance with the *Education Act*.
- 4.2. Principles of Policy Governance
- The Board has the responsibility to serve the interests and needs of the general public rather than groups of the population or professionals whom the Board employs.
 - The Board exists to govern the school system, not manage its operation.
 - The Board has multiple and varied responsibilities, but involvement in the details of these concerns should never displace the fact that students are the central focus of the system.

Areas of Responsibility

- Articulate the Board's vision for education.

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- b. Establish and monitor Board policy based on vision and provincial policy.
- c. Approve a budget and monitor its implementation.
- d. To advocate for a strong and vigorous public education system that benefits the learners and communities served within the Region.
- e. To recruit, evaluate and, if necessary, terminate the employment of a Director of Education.
- f. To undertake directly and/or facilitate linkages with the communities and public served and represented by the Board.
- g. To establish the strategic directions, priorities and outcomes of the Board, and regularly monitor their achievement.

4.3. Expectations of Trustees

4.3.1. In addition to the responsibilities set down in the *Education Act* and incorporated in the bylaws and procedures of the Board, an individual trustee shall be expected to:

- a. Attend regular Board meetings;
- b. Serve on statutory, standing, Board, community and ad hoc committees of the Board as required;
- c. Notify the Chair of the Committee when unable to attend a meeting;
- d. Safeguard and keep confidential, materials and information discussed or placed in confidence with trustees.
- e. Be prepared for and actively participate in discussions and decision-making;
- f. Ensure, when making public statements, that it is clear whether they speak on behalf of the Board or as an individual trustee;
- g. Exercise their power to govern only as a trust of the corporate body, not as an individual;
- h. Be aware that they can be held personally liable if they are guilty of bad faith, neglect or willful or malicious use of power;
- i. Reflect community needs and attitudes while also providing leadership in decision-making.

4.3.2. Trustees as full participating members of the Board may be expected to:

- a. Act as a representative of the Board at official functions;
- b. Be involved in provincial trustee organizations and committees;
- c. Attend conferences, workshops, etc. in order to be kept informed of current educational issues.

4.3.3. Trustees shall be expected to model ethical practices which include:

- a. Making decisions in a manner which is open, accessible and equitable;
- b. Approaching all Board issues with an open mind, and be prepared to make the best decisions for stakeholders as a whole;
- c. Respecting different points of view;
- d. Conducting Board business through appropriate channels;
- e. Ensuring that public office is not used for personal gain;
- f. Protecting the integrity of the Board.

4.4. Trustee Vacancies on the Board

4.4.1. Resignations

4.4.1.1 Pursuant to the *Act* (Section 220), a member of The Board, with the consent of a majority of the members present at a meeting, entered in the minutes of it, may resign as a member, but he or she shall not vote on a motion as to his or her own resignation and may not resign as a member if

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the resignation will reduce the number of members of the Board to less than a quorum.

4.4.1.2 Where it is necessary for a member of the Board to resign to become a candidate for some other office, the member may resign by filing his or her resignation, including a statement that the resignation is for the purpose of becoming a candidate for some other office, with the Secretary of the Board and the resignation shall become effective on November 30 after it is filed or on the day preceding the day on which the term of the office commences, whichever is the earlier.

4.4.2. Removal from Office

Pursuant to the *Act* (section 228), a member of a board vacates his or her seat if he or she,

- a. is convicted of an indictable offence;
- b. is absent without being authorized by resolution entered in the minutes, from three consecutive regular meetings of the Board;
- c. ceases to hold the qualifications required to act as a member of the Board;
- d. becomes disqualified under subsection 219 (4); or
- e. fails to meet the requirements of section 229, which reads, "a member of a board shall be physically present in the meeting room of the board for at least three regular meetings of the board in each 12-month period beginning December 1."

4.4.2.1 Where a member of the Board is convicted of an indictable offence, the vacancy shall not be filled until the time for taking any appeal that may be taken from the conviction has elapsed, or until the final determination of any appeal so taken, and in the event of the quashing of the conviction the seat shall be deemed not to have been vacated.

4.4.3. Filling Vacancies

4.4.3.1 The *Act* (Section 221) allows a Board to fill a trustee vacancy by either of two means:

- a. require the municipality to hold a by-election, or
- b. appoint a qualified person to fill the vacancy.

4.4.3.2 A by-election may not be held after March 31 in an election year (i.e., within approximately 8 months of a regularly scheduled municipal election). All costs for a by-election are borne by the Board (subsection 7(3) *Municipal Elections Act*).

4.4.3.3 The method of appointment is specified in the *Act* (Section 221 (1) (a)).

4.4.3.4 By-Election or Appointment. The following steps/decisions need to be considered:

- a. If by-election, the matter is the responsibility of the municipality. The process for filling a vacancy in this manner takes approximately 2-1/2 months. Information regarding the implications of holding a by-election, including previous election results and estimated costs, will be provided to the Board.
- b. If appointment, the *Act* requires the vacancy to be filled within ninety days after the office becomes vacant and priority will be given to

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candidates who ran for the position of trustee in the most recent election.

- c. A member appointed or elected to fill a vacancy shall hold office for the remainder of the term of the member who vacated the office.

4.4.3.5 Qualifications

The *Act, Section 219 (1)* specifies the qualifications necessary to be elected as a member of a Board (and, presumably, to be appointed):

- a. qualified to vote for members of the Board;
- b. a resident in the area of jurisdiction of the Board;
- c. disqualifications are outlined in the *Act, Section 219 (4) (5) (7)*.

4.5. Leave of Absence of Trustees

- 4.5.1. To meet the provisions of Section 229 (1) of the *Act*, the request from a Trustee for leave of absence shall be made directly to the Board. If the Trustee is unable to attend the meeting, the Chair may make the request on the Trustee's behalf.
- 4.5.2. Any action on a request for a leave of absence must be recorded as a motion of the Board.
- 4.5.3. Notwithstanding the *Act* (section 228(1), 229(1) and 229(2)), and as per Board Policy 3009 (Parental Leave - Trustees), an office is not vacated by a Trustee who is absent for 20 consecutive weeks or less if the absence is as a result of the Trustee's pregnancy, the birth of the Trustee's child or the adoption of a child by the Trustee in accordance with Subsection 259(1.1) of the *Municipal Act*, 2001 as amended by Bill 68.

5. Waterloo Region District School Board of Trustees Responsibilities

The *Act* provides for the establishment of locally elected school boards responsible for operating publicly-funded schools within their jurisdiction and for the delivery and quality of educational programs and services. Legal accountability for Board decisions applies to the Board as a whole rather than to individual Trustees.

5.1. Trustee Accountability for Student Achievement and Well-Being in the Region

- Nurture a culture that supports student academic success and provides an environment that promotes well-being
- Provide a safe environment to promote student learning
- Promote programming opportunities for each and every student in the region
- Make decisions that reflect the belief that each and every student can learn
- Use student achievement and well-being data to make informed decisions
- Foster a professional climate that puts educators in the role of champions of their students

5.2. Accountability to the Provincial Government

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- Act in accordance with the *Act*, the Regulations, and other statutory requirements to ensure the implementation of provincial educational standards and policies
- Perform Waterloo Region District School Board functions required by provincial legislation and Board policy
- Provide advice and input to the Ministry of Education regarding current or evolving issues

5.3. Accountability to the Community

- Promote community consultation and outreach that seeks and provides communities at large with opportunities for input and the exchange of ideas
- Recognize the role of individual trustees as advocates and as liaisons for their communities
- Annually review the communication plan to ensure that the Waterloo Region District School Board is fulfilling its commitment to communicate with the community at large
- Provide two way communications between the Waterloo Region District School Board, the Board and Community Committees
- Support the growth and development of the Parent Involvement Committee, the Waterloo Region Assembly of Public School Councils and school councils
- Provide reports outlining Waterloo Region District School Board results in accordance with provincial policy
- The Audit Committee is accountable to the Board of Trustees

5.4. Policy Development, Implementation and Review

- Develop policies that outline how the Board will successfully function
- Ensure the processes for policy development, implementation and review comply with Board Policy G300, Governance Policy – Policy Development and Reviews

5.5. Director/Board Relations

- Select the Director of Education
- Provide the Director with a clear job description and corporate direction
- Delegate through policy, administrative authority and responsibility subject to the provisions and restrictions of the *Act* and Regulations
- Evaluate the Director in the first year of service and annually thereafter. Use the Director's job description and Waterloo Region District School Board Strategic Plan as the basis for the evaluation
- At the Director's request, provide the Director with the opportunity to meet alone with the Board in closed session
- To establish and review the employment contract of the Director in consultation with the Director and the Coordinating Superintendent of Human Resources

5.6. Board Development

- Conduct an annual Board self-assessment
- Develop and support an annual development plan for Trustees with the ability to utilize professional resources where applicable

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5.7. Strategic Planning

- Establish and/or confirm overall direction for the Waterloo Region District School Board by establishing the strategic priorities
- Annually set priorities and develop a process for communicating this with the system
- Annually use the strategic plan to drive the budget process

5.8. Fiscal Responsibility

- Ensure a budget review process is in place to help determine annual resource allocations (use the system priorities and other provincial and local directions)
- Annually approve the budget to ensure that the financial resources are allocated to achieve the strategic plan and operational goals and comply with provincial requirements
- Approve as per legislation all capital plans and other planning documents that will drive budget decisions
- Ensure compliance with the provincial regulations
- Ratify applicable bargaining unit agreements
- Monitor significant financial expenditures and fiscal variances

5.9. Political Advocacy

- Articulate the role of trustees as advocates for public education
- Develop and maintain partnerships to strengthen the advocacy role
- Meet on an ongoing basis with elected municipal, provincial and federal officials

5.10. Recognition

- Ensure that the Waterloo Region District School Board makes efforts toward recognizing all students and student achievements
- Ensure that the contributions of all staff are recognized and appreciated
- Ensure that the Waterloo Region District School Board recognizes community members and volunteers

5.11. Additional responsibilities include but are not limited to:

- Approval of school year calendars;
- Naming of educational facilities;
- Approval of tender selection for major building construction and modernization;
- Approval of disposition of land and buildings;
- Approval of educational development charges;
- Approval for the issuance of debentures;
- Involvement in Superintendent interviews at the invitation of the Director.

6. Election of Chair and Vice-Chair

6.1. The Chair and Vice-Chair for the ensuing year, shall be elected at the first meeting in December each year (*Education Act*, section 208).

6.2. The Director shall preside over the election of the Chair.

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- 6.3. With the Director presiding, or if absent, the Director's designate, the Board shall proceed to elect a Chair for the ensuing year.
- 6.4. The Director, or if absent, the designate, shall name two scrutineers appointed for the election of Chair and Vice-Chair.
- 6.5. Election Process
 - 6.5.1. The Director or designate shall call for verbal nominations for the office of Chair. No seconder is required.
 - 6.5.2. After a suitable length of time, and after a motion to close nominations has been supported by a majority vote, the Director or designate shall declare nominations closed.
 - 6.5.3. After all nominees have been identified, in random order they will be asked to declare whether they accept the nomination.
 - 6.5.4. An individual who is absent may be considered a candidate if the individual has previously indicated in writing to the Director a desire to stand for election if nominated.
 - 6.5.5. The nominees shall be offered the opportunity to speak to their nomination in random order for a maximum of two minutes each.
 - 6.5.6. A vote by secret ballot shall then be conducted with each Trustee present able to cast one vote.
 - 6.5.7. The Trustee receiving a majority of the votes cast shall be declared elected, but the count shall not be declared.
 - 6.5.8. Should no Trustee receive a majority of the votes cast, the Director or designate, shall announce the names of the Trustees remaining on the ballot with the name of the Trustee receiving the fewest number of votes being dropped from the list of candidates.
 - 6.5.9. should there be a tie vote between candidates with the least number of votes, there will be a vote including only the candidates with the tie votes to eliminate the candidate with the fewest votes. In the event there is a tie vote after the candidate with the least number has been withdrawn, the Director or designate will call for the drawing of lots. The candidate whose name is drawn will be declared the Chair of the Board for the ensuing year.
 - 6.5.10. A Trustee may voluntarily withdraw their name between votes.
 - 6.5.11. By motion, the ballots shall be destroyed.
- 6.6. Following the election, the newly-elected Chair shall at once take the chair and preside over the election of the Vice-Chair.
- 6.7. Trustees shall then elect a Vice-Chair of the Board according to the same procedure followed for the election of the Chair.
- 6.8. In the event the office of the Chair or Vice-Chair becomes vacant for any reason, a new Chair or Vice-Chair as is required, shall be elected at a special Board meeting called for this purpose (See 6.5 Election Process above).

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6.9. The Officers of the Waterloo Region District School Board shall be:

- The Chair of the Board;
- The Vice-Chair of the Board;
- The Director of Education and Secretary;
- The Coordinating Superintendent of Business Services and Treasurer of the Board.

6.10. The following sets out the term and tenure for Board Chair and Vice-Chair as noted:

Office	Length of Term	Maximum Consecutive Allowable Terms
Board Chair	1 Year	2 Terms
Board Vice-Chair	1 Year	2 Terms

Following the completion of the maximum number of terms noted in the table above, the member officer in question shall step down for a period of one year before holding that office again, except in the case of a member making a bid for a higher office.

6.11. In the case of a partial term for the position of Chair or Vice-Chair of less than one year, six months or more shall be defined as a term.

7. Inaugural Meeting of the Board

- 7.1. Following a municipal election, the Board's inaugural meeting shall be held on the first working Monday in December in the boardroom of the Waterloo Region District School Board Education Centre at 7:00 p.m. at a Special Board meeting.
- 7.2. In accordance with the provisions of the *Education Act*, the Director shall preside until the election of the Chair of the Board. If the Director is absent, the Director shall designate who shall preside at the election of the Chair.
- 7.3. At the inaugural meeting following the election of a new Board, after calling the meeting to order, the Director or designated Chair pro tem (temporary), shall read the return (if any) of the municipal clerks along with a statement that the Declaration of Office and Oath of Allegiance have been completed and filed, pursuant to the provisions of the *Education Act*.
- 7.4. Following the election of the Chair, the Chair shall preside over the meeting and shall proceed with the election of the Vice-Chair and other inaugural and organizational business.

8. Inaugural Meeting of the Chair

- 8.1. On the years that do not follow a municipal election, the Chair's inaugural meeting shall be held in the boardroom of the Waterloo Region District School Board Education Centre at 7:00 pm at a Special Board meeting to be held on the first working Monday in December.
- 8.2. The newly-elected Chair shall deliver an inaugural address.

9. Duties of the Chair

- 9.1. The Chair of the Board shall be the Board's official spokesperson unless otherwise determined.
- 9.2. The Chair, in consultation with the Director and the Agenda Development Committee, with opportunity for input from other Trustees of the Board, shall set the agendas for the regularly-scheduled Board and Committee of the Whole meetings and ensure that Trustees have sufficient information for informed discussion. The Chair shall move proceedings through the approved agenda for the meeting.
- 9.3. The Chair of the Board shall preside at all Board and Committee of the Whole meetings. In the Chair's absence, the Vice-Chair shall chair such meetings. In the absence of both, the Past Chair shall chair such meetings. In the absence of all, Trustees shall elect a chair from amongst the trustees present at the meeting.
- 9.4. The Chair shall call the meeting to order at the hour appointed, shall preserve order and decorum and decide upon all questions of order subject to an appeal to the Board.
- 9.5. The Chair, when called upon to decide a point of order or practice, shall, before stating a decision, give reasons for such decision.
- 9.6. The ruling of the Chair shall be final, subject only to a Trustee appealing the ruling of the Chair.
- 9.7. When a Trustee appeals the decision of the Chair, the Trustee shall state the reasons for the appeal and the Chair shall have the opportunity to provide the rationale in support of the decision or if the reasons given for the appeal are convincing, the Chair may change their ruling accordingly, in which case the appeal is automatically dropped. Such appeal shall be decided with limited debate.
The Chair shall ask "Shall the decision of the Chair be sustained?" The Chair may vote on such an appeal and in the event that there is a tie vote, the decision of the Chair shall be deemed to be sustained.
- 9.8. The Chair shall not take part in any debate without leaving the Chair.
- 9.9. The Chair shall have voting rights on all matters. The Chair may vote on all matters that Trustees vote on, thus providing consistency in voting.
- 9.10. The Chair shall ensure that any Trustee wishing to speak shall so indicate by upraised hand, and upon recognition by the Chair, who shall call the Trustee by name (Trustee _____), the Trustee shall then address the Chair.
- 9.11. When two or more Trustees attempt to speak at the same time, the Chair shall name the Trustee who is to speak.
- 9.12. The Chair shall ensure every Trustee speaks only to the matter under discussion. A Trustee may request one supplementary question. No Trustee shall speak longer than five minutes on the same question without leave of the Chair.
- 9.13. The Chair shall also ensure that Trustees direct all comments through the Chair and avoid all personal remarks and discourteous language.
- 9.14. No Trustee shall be interrupted while speaking except when a point of order is raised by a Trustee for transgression of the rules of the Board, in which case the Trustee shall remain

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silent until the point of order has been decided by the Chair. A Trustee so interrupting shall speak to the point of order or in explanation only.

- 9.15. A Trustee called to order by the Chair shall at once remain silent but after the point of order has been decided, may explain and appeal to the Board, which, if appealed to, shall decide the point of order without debate. The decision of the Chair on the point of order shall be overruled only by a majority vote of the Trustees present in favour thereof. If there is no appeal, the decision of the Chair shall be final.
- 9.16. The Chair of the meeting is responsible for maintaining order and seeing that appropriate decorum of the Board meeting is maintained. Disruptions by the public will not be permitted.
- 9.17. The Chair of the Board shall be an ex-officio member of all Committees, shall have voice and vote, and shall have the power to delegate the Vice-Chair of the Board to serve on any committee in the absence of the Chair in which case the Vice-Chair shall have voice and vote.
- 9.18. The Chair of the Board, on completion of their duties as Chair, will hold the position of Past-Chair until they are no longer the immediate Past-Chair or a two year term whichever shall occur first.
 - 9.18.1. In an election year, where the Chair of the Board is not re-elected, the Past-Chair position is held by a previous Chair as recommended by the Chair and Vice-Chair and determined by Board approval.

10. Duties of the Vice-Chair

- 10.1. The Vice-Chair of the Board shall chair the Agenda Development Committee. In the Vice-Chair's absence, the Chair shall chair such meetings. In the absence of both, the Past Chair shall chair such meetings. In the absence of all, trustees shall elect a chair from amongst the Trustees present at the meeting.
- 10.2. In the absence of the Chair from any Board or Committee of the Whole meeting, the Vice-Chair shall preside at the meeting. During the continued absence of the Chair from duty, or upon written request of the Chair, the Vice-Chair shall perform all the duties of the Chair.

11. Notice and Holding of Public Meetings

- 11.1. The Director shall give notice of all meetings of the Board and of the Committee of the Whole, together with all matters so far as known, that are to be brought before the Board or the Committee at such meeting, to every Trustee of the Board at least 48 hours in advance of the meeting. Notice of meetings of the Board and its Committees shall be delivered to the WRDSB designated email address of each Trustee at least 48 hours prior to the hour of each meeting.
- 11.2. Until Trustees of the Board notify the Director in writing of their official addresses for the receipt of all notices or communications, all such notices or communications delivered or mailed to the Trustees at their addresses, as set out in their nomination papers, shall be deemed to have been received by them.
- 11.3. Accidental omission to give notice to any Trustee or member of a committee, or the non-receipt of any notice, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or founded thereon.

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- 11.4. The Chair of the Board or the Vice-Chair, in the absence of the Chair, in consultation with the Director or designate, shall have the authority to call a special meeting of the Board during an emergency without having given the required 48 hours notice if there is an urgent matter requiring the Board's consideration.
- 11.5. Attendance of staff members at meetings will be determined by the Director.

12. Quorum

- 12.1. A quorum of the Board shall consist of a simple majority of Trustees elected or appointed to the Board under the *Act*.
- 12.2. Trustees unable to attend scheduled Board and Committee of the Whole meetings should notify the Manager of Corporate Services and the Chair as early as possible, and if it should appear a quorum will be lacking, the Chair will instruct the Manager of Corporate Services to notify trustees of the postponement or cancellation of the meeting.
- 12.3. Should there be no quorum present at the time appointed for the meeting, the Chair shall seek the advice and consent of Trustees as to what action should be taken. Should no quorum be present within thirty minutes after the appointed time for the meeting, the Manager of Corporate Services shall record the names of the Trustees present and the time, and the meeting shall be cancelled, unless Trustees present direct that the meeting continue, recognizing that no formal action may be taken.
- 12.4. The Chair, or Vice-Chair, as the case may be, shall count in forming a quorum.
- 12.5. Trustees who attend through electronic means shall not be included in the quorum count.

13. Board Meetings

- 13.1. The Chair of the Board shall chair all Board meetings. In the Chair's absence, the Vice-Chair shall chair such meetings. In the absence of both, the Past Chair shall chair such meetings. In the absence of both, Trustees shall elect a chair from amongst the Trustees present at the meeting.
- 13.2. The regular monthly meetings of the Board shall be held in public session on the last working Monday of each month during the school year, September to June, commencing at 7:00 p.m. Board meetings will be held in the boardroom of the Waterloo Region District School Board Education Centre. Additionally, Board meetings may be held the first working Monday in July, if required, and the last working Monday in August, if required, unless otherwise ordered by special motion.
- 13.3. Regular meetings in any month may be cancelled or rescheduled by Board resolution at a preceding regular meeting.
- 13.4. In unusual circumstances, at the discretion of the Chair and in consultation with the Vice-Chair and the Director, a regular meeting may be cancelled or rescheduled.
- 13.5. Notice of all Board meetings, except as provided for in by-law #13.15 shall be made available by the Manager of Corporate Services to each Trustee on the Friday prior to the Board meeting.

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Trustees not able to access the notice and the Board agenda by the Friday at 1:00 p.m. prior to the Board meeting will be responsible for notifying the Corporate Services Department of such.

- 13.6. Copies of reports to be presented to a Board meeting shall be made available with the notice of such meeting. New items of business arising at the meeting may, by decision of two-thirds of the Trustees present, be considered at that meeting.
- 13.7. A quorum is necessary to hold a Board meeting. A majority of all the Trustees constituting the Board is required to form a quorum.
- 13.8. In case of the absence of both the Chair and Vice-Chair for five minutes after the hour appointed, as soon as a quorum is present, the Past Chair shall preside. In the event the Past Chair is not present, Trustees shall elect a chair from amongst the Trustees present at the meeting who shall preside over the meeting until such time as the Chair or the Vice-Chair arrives.
- 13.9. When a quorum is no longer in attendance, the meeting is ended and no business may be transacted. It shall be the responsibility of the presiding Chair and the Director of Education to note the lack of a quorum and to have the fact recorded in the minutes.
- 13.10. All Board meetings will begin with the singing of the national anthem, O Canada, followed by a territorial acknowledgement.
- 13.11. An opportunity for the public to present as a delegation to the Board regarding issues of concern/interest will be included on the agenda of the Board and Standing Committee meetings.
- 13.12. Minutes will be taken at all Board meetings and must be submitted for approval at the next regularly-scheduled Board meeting.
- 13.13. The Manager of Corporate Services shall record the names of the Trustees present and absent. The times of arrival and departure of Trustees not attending the entire meeting shall be recorded in the minutes. Absence during any vote will be recorded.

Special Board and Special Committee of the Whole Meetings

- 13.14. Within 24 hours before the meeting is to take place, Special Board and Committee of the Whole meetings shall be held at the call of the Chair or at the written request of five Trustees made to the Chair. The meeting may be held at a date, time and place established by decision of the Chair, or if absent, the Vice-Chair, or if absent, the Director of Education.
- 13.15. The written notice of every special meeting of the Board and Committee of the Whole shall state all business to be transacted or considered. No other business shall be considered unless all the Trustees of the Board are present and agree unanimously.
Adjournment of Meetings
- 13.16. All public Board and Committee of the Whole meetings will adjourn at 9:30 pm unless otherwise agreed to by trustees.
- 13.17. An extension of 30 minutes beyond this adjournment time requires the majority vote of trustees present at the meeting.
- 13.18. At 10:00 pm a second extension of an additional 30 minutes requires two-thirds support of all trustees present at the meeting.

- 13.19. At 10:30 pm a third extension of an additional 30 minutes requires unanimous support of all trustees present at the meeting.

14. Delegation Procedures

- 14.1. The Waterloo Region District School Board recognizes the need to foster effective communication between the educational system and the community.
- 14.2. Delegations wishing to appear before the Waterloo Region District School Board at a Board or Committee of the Whole meeting should register with the Manager of Corporate Services by noon on the Thursday prior to the meeting. Delegations not making prior arrangements by noon on Thursday may speak at the following Monday meeting only on the approval of a majority vote of the trustees, up to a maximum of eight (8) delegates.
- 14.3. Delegations are asked to make submissions in writing which contain the speaker's full name, contact information (including telephone number[s] and home address), a brief summary of the issue being presented, and recommendation(s) for resolving the matter. A Delegation Submission Template can be accessed via the Board's website (<https://www.wrdsb.ca/trustees/become-a-delegate/>) and can be completed online, or a hard copy can be submitted to the Manager of Corporate Services.
- 14.4. At regular Board meetings, delegations may speak only to matters relevant to those items listed on the agenda. All other presentations will be referred to the Committee of the Whole meetings.
- 14.5. Delegations will be permitted to address Trustees for a period of up to ten minutes. Exceptions to this rule will be permitted only by a majority vote of the Trustees present.
- 14.6. Delegations will be scheduled to appear at the beginning of the Board or Committee of the Whole meetings. A maximum of eight (8) delegates will be scheduled per meeting.
- 14.7. The Committee of the Whole will consider or act on any request from a delegation during the same meeting at which the delegation is made only if approved by a vote of two-thirds (2/3) of the Trustees present at the meeting, or if consideration of the matter was included on the meeting agenda.
- 14.8. At Board meetings, the Board, if approved by a vote of two-thirds (2/3) of the Trustees present at the meeting, may refer the topic to Agenda Development Committee for scheduling.
- 14.9. Delegates are expected to refrain from the use of abusive or derogatory language at all times and the Chair may expel or exclude from any meeting any person(s) who engage in this or any other form of improper conduct. Applause, booing or other audible or visual demonstrations of support or opposition are discouraged because they may be intimidating for those with opposing views. Courtesy and respect for others must be displayed at all times.
- 14.10. A delegate cannot register for more than one place on the agenda, and that place is not transferable to another party unless extenuating circumstances exist (e.g. illness of delegate).
- 14.11. Delegations may be received at Committee of the Whole in camera meetings as per the *Education Act*. The procedures for delegations, as set out in Article 14 will apply.

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Special Delegation Meetings

- 14.12. Special meetings to hear delegations may be scheduled, when warranted (e.g. accommodation reviews, budget).
- 14.13. Delegations wishing to appear before the WRDSB at a Special Delegation Meeting must register with the Manager of Corporate Services two working days prior to the meeting.
- 14.14. Delegations are asked to make submissions in writing which contain the speaker's full name, contact information (including telephone number[s] and home address), a brief summary of the issue being presented. A Delegation Submission Template can be accessed via the Board's website at (<https://www.wrdsb.ca/trustees/become-a-delegate/register-delegation/>) and can be completed online, or a hard copy can be submitted to the Manager of Corporate Services.
- 14.15. Delegations who have submitted their delegation submission two working days prior to the meeting who wish to speak for the first time on a topic will be given precedence over those who wish to speak a second time on the same topic and have submitted their delegation submission by two working days prior to the meeting. Delegations who wish to speak for a second time on the same topic, or those who have not submitted their delegation submission two working days prior to the meeting, will be placed on a waiting list. The Manager of Corporate Services will review the list of delegations two working days prior to the meeting and will contact the delegations on the waiting list to advise them if they will be scheduled on the agenda.
- 14.16. Delegates are expected to refrain from the use of abusive or derogatory language at all times and the Chair may expel or exclude from any meeting any person(s) who engage in this or any other form of improper conduct. Applause, booing or other audible or visual (e.g. props, placards) demonstrations of support or opposition are discouraged because they may be intimidating for those with opposing views. Courtesy and respect for others must be displayed at all times.
- 14.17. A delegate cannot register for more than one place on the agenda, and that place is not transferable to another party unless extenuating circumstances exist (e.g. illness of delegate).

15. Conflict of Interest

- 15.1. At a meeting where a Trustee discloses a conflict of interest, or as soon as possible afterwards, the Trustee shall file a written and signed statement of the interest and its general nature with the Manager of Corporate Services.
 - 15.1.1. The written statement should include the following information:
 - a. Name of Trustee
 - b. Type of meeting
 - c. Date of meeting matter was considered
 - d. Subject matter/report title/agenda item
 - e. General nature of the conflict (except if it was an in-camera meeting)
 - f. Date of meeting at which Conflict of Interest was declared (this may have been declared at the next meeting because the trustee was absent from the actual meeting)

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- 15.2. The Manager of Corporate Services will maintain a registry which shall contain a copy of each written statement filed under section 15.1, as well as a copy of each declaration recorded.
- 15.3. The registry maintaining the conflict of interest declarations and statements will be available for public inspection when requested.
- 15.4. When a Trustee is present at a public meeting at which a matter is being considered for which they have declared a conflict of interest, they shall:
 - a. prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof,
 - b. not take part in the discussion of, or vote on any question in respect of the matter; and
 - c. not attempt in any way whether before, during or after the meeting to influence the voting on any such question.
- 15.5. When a Trustee is present at an in-camera meeting at which a matter is being considered for which they have declared a conflict of interest, they shall leave the meeting or part of the meeting during which the matter is under consideration.
- 15.6. When a Trustee's conflict of interest has not been disclosed because of absence from a meeting, the Trustee shall disclose the conflict at the first meeting attended by the Trustee after the meeting in question.

16. Committees

- 16.1. The Board's committee structure and operation consists of the following:
 - 16.1.1. **Statutory Committees** are established as directed per the *Act* or other legislation/regulation.
 - a. Audit Committee
 - b. Discipline Committee
 - c. Parent Involvement Committee (PIC)
 - d. Special Education Advisory Committee (SEAC)
 - e. Student Program Review/Student Alternative Learning Committee (SAL)
 - 16.1.2. **Committee of the Whole** exists to assist the Board in fulfilling its duties related to governance and oversight with a system wide focus by providing advice on system issues related to Programming and School Services, Business, Finance and Facilities/Capital Planning. This committee is comprised of the full membership of the Board.
 - 16.1.3. **Committee of the Whole In-Camera** exists to address ongoing confidential matters per the *Act* and includes the full membership of the Board.
 - 16.1.4. **Board Committees** means an ongoing committee established by the Board:
 - a. Agenda Development Committee
 - b. Director Performance Appraisal Committee
 - c. Long Term Fiscal Sustainability and Stability Task Force (Fiscal Task Force)
 - d. Student Trustee and Student Senate Mentor
 - e. School Year Calendar Committee
 - 16.1.5. **Community Committees** are established to address operational/system needs, initiatives and community partnerships:

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- a. Accessibility
- b. Equity and Inclusion Advisory Group
- c. Mental Health and Addiction Strategy Working Group

- 16.1.6. **Ad Hoc Committee** means a committee established to respond to specific issues. They have a defined task and timeline for completion.
- 16.2. The membership, tenure, terms of reference, powers, and duties of Statutory, Committee of the Whole, Committee of the Whole In-Camera, Board, Community and Ad Hoc Committees shall be as required by law, collective agreement, or as approved by the Board and set forth in these bylaws.
- 16.3. Minutes will be taken at all Committee of the Whole, Audit Committee, Parent Involvement Committee (PIC), and Special Education Advisory Committee (SEAC) meetings and must be submitted for approval at regular monthly Board meetings.
- 16.4. For Statutory, Board, Community and Ad Hoc committees, only members of that committee shall elect a Chair and Vice-Chair from among themselves with the exception of Agenda Development Committee which is chaired by the Vice-Chair.
- 16.5. The Board Chair shall not be eligible to be elected as the Chair or Vice-Chair of any Statutory, Board, or Community committee with the exception of the Director Performance Appraisal Committee.
- 16.6. Other Trustees are not eligible to serve as Chair of more than one Statutory Committee at the same time. Trustees shall not be elected as Vice-Chair of more than two Statutory Committees at the same time, unless otherwise approved by the Board of Trustees.
- 16.7. A majority of the members constituting a committee shall be a quorum unless otherwise indicated in a committee terms of reference. Should there be no quorum present at the time appointed for the meeting, the Committee Chair shall seek the advice and consent of members as to what action should be taken. Should no quorum be present within thirty minutes after the appointed time for the meeting, the Secretary shall record the names of the members present and the time, and the meeting shall be cancelled, unless members present direct that the meeting continue, recognizing that no formal action may be taken unless otherwise stated in the terms of reference.
- 16.8. The Chair or Vice-Chair of the committee, as the case may be, shall count in forming a quorum.
- 16.9. Trustees may attend meetings of committees of which they are not members and, unless otherwise limited by legislation, collective agreement or Board motion, shall not vote but may use their voice in such a way that it does not hinder the actions or work of the committee.
- 16.10. Unless otherwise directed, all committee recommendations shall be reported to the Board in the form of a report to a Committee of the Whole meeting, and shall be subject to the approval of the Board.
- 16.11. If a Statutory, Board or Community Committee makes a recommendation that requires immediate consideration by the Board, the process noted below is to be followed:
- a. The Agenda Development Committee must be advised that the Statutory, Board or Community Committee has a report they wish to have scheduled on a Board or Committee of the Whole meeting agenda.
 - b. This report shall be submitted, providing the background information necessary for trustees to make an informed decision on the recommendation.

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- c. The report will normally be scheduled for the first Board or Committee of the Whole meeting following the Agenda Development Committee meeting where the report is considered. If the recommendation is time-sensitive, any alternative action will be at the discretion of the Board Chair.
 - d. The minutes of the Statutory, Board and Community Committee meetings (containing the recommendation requiring immediate consideration) will appear on the Board meeting agenda.
- 16.12. Meetings of Committees shall be held in accordance with committee approved schedules subject to any terms and conditions contained in the Board's bylaws. Committee Chairs, in consultation with the Committee Vice-Chair, may convene additional meetings as may be deemed necessary, or may cancel a scheduled meeting where there is insufficient agenda material to warrant the holding of a meeting.
- 16.13. In November of each year, trustees will express interest in Statutory, Board and Community Committee membership (as applicable) to the Manager of Corporate Services using the template provided. In an election year, the form will also be distributed to trustee elects.
- 16.14. Trustees shall adhere to term limits as expressed in the committee's Terms of Reference. In special circumstances, the Board may appoint trustees to committees beyond term limits set out by the committee's Terms of Reference.
- 16.15. At the Board meeting in December, trustees will vote on the recommended trustee committee membership for Statutory, Board and Community Committees.

17. Committee of the Whole In Camera Meetings

- 17.1. The Board may move into Committee of the Whole In Camera upon any confidential matter brought for its consideration when the subject matter under consideration involves (*Education Act*, Section 207(2)):
- a. the security of the property of the board;
 - b. the disclosure of intimate, personal or financial information in respect of a member of the Board or committee, an employee or prospective employee of the Board or a pupil or his or her parent or guardian;
 - c. the acquisition or disposal of a school site;
 - d. decisions in respect of negotiations with employees of the Board; or
 - e. litigation affecting the Board.
 - f. an ongoing investigation under the *Ombudsman Act* respecting the Board.
- 17.2. The committee is composed of the full membership of the Board.
- 17.3. The Committee of the Whole In Camera meeting will meet as required before a Committee of the Whole meeting or a Board meeting.
- 17.4. Meetings of the Committee of the Whole In Camera shall be closed to all but Trustees, the Student Trustees (with the exception of items that involve the disclosure of intimate, personal and/or confidential information in respect of a member of the Board or committee, an employee or prospective employee of the board or a pupil or his or her parent or guardian), Director of Education, Supervisory Officers and the Manager of Corporate Services. Others may be asked to attend as appropriate or to speak to specific agenda items.
- 17.5. The Committee of the Whole In Camera will meet at 6:00 pm or 6:30 pm prior to a Committee of the Whole meeting or Board meeting, unless otherwise determined by

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members of the Agenda Development Committee, in the boardroom of the Waterloo Region District School Board Education Centre.

- 17.6. At the discretion of the Chair and in consultation with the Vice-Chair and the Director, a Committee of the Whole In Camera meeting may be cancelled or rescheduled.
- 17.7. With at least 48 hours notice, a Special Committee of the Whole In Camera meeting, to be immediately followed by a Special Meeting of the Board, may be held on the call of the Chair, or at the written request of the majority of Trustees made to the Chair, or if absent, the Vice-Chair, or if absent, the Director. The meeting may be held at a date, time and place established by decision of the Chair, or if absent, the Vice-Chair, or if absent, the Director.
- 17.8. Committee of the Whole In Camera meetings normally will adjourn by 7:00 pm or recess and reconvene prior to the adjournment of the Board or Committee of the Whole meeting as necessary.
- 17.9. The Chair of the Board or if absent, the Vice-Chair of the Board shall chair all Committee of the Whole In Camera sessions. In the case of absence of both the Chair and Vice-Chair for five minutes after the hour appointed, as soon as a quorum is present, the Past Chair of the Board shall preside. In the event the Past Chair is not present, Board members shall elect a chair from amongst the Trustees present at the meeting.
- 17.10. The Committee of the Whole In Camera shall report at the next regularly-scheduled Board meeting, or Committee of the Whole meeting or at the Special Board meeting called specifically for this purpose.
- 17.11. Trustees will ensure that all in-camera material not collected by staff, (paper and electronic) is stored in a secure, confidential location or shredded/deleted following the meeting.
- 17.12. As part of its in camera procedures, the Waterloo Region District School Board allows any Trustee to rise on a point of order dealing with the appropriateness of agenda items to be considered during an in camera meeting, and the decision to consider an agenda item which might be called into question will be based on the willingness of a majority of Trustees present at the meeting to consider the item as an in camera matter.
- 17.13. Attendance of staff members at meetings will be determined by the Director.

18. Statutory Committees

- 18.1. **Statutory** committees will operate in accordance with the legislation or regulation by which they were established. In all cases where these Bylaws conflict with the legislative or regulatory provisions governing statutory committees, the legislative or regulatory provisions shall prevail.
- 18.2. **Audit Committee** – The Audit Committee shall function in accordance with the terms of the *Act* and the regulations made thereunder. (*Education Act*, Section 253.1; Ontario Regulation 361/10 – Audit Committees)
- 18.3. **Discipline Committee** - In accordance with Section 23 (6) of the *Act*, the Waterloo Region District School Board has directed its powers and duties with respect to the hearing of appeals to suspensions/expulsions to a Committee comprised of three or more trustees appointed annually by the Board.

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- 18.4. **Parent Involvement Committee (PIC)** – The Parent Involvement Committee shall function in accordance with Regulation 612/00 from Bill 177 (*The Student Achievement and School Board Governance Act*).
- 18.5. **Special Education Advisory Committee (SEAC)** - The Special Education Advisory Committee shall function in accordance with the terms of the *Education Act* and the regulations made thereunder. (*Education Act* , Section 206; Ontario Regulation 464/97)
- 18.6. **Student Program Review/Student Alternative Learning Committee (SAL)** – The Student Program Review/Student Alternative Learning Committee shall function in accordance with the *Act* and the regulations made thereunder (Ontario Regulation 374/10 – Supervised Alternative Learning and Other Excusals from Attendance at School).

19. Committee of the Whole

- 19.1. The Committee of the Whole is composed of the full membership of the Board.
- 19.2. The Chair of the Board shall chair all Committee of the Whole meetings. In the Chair's absence, the Vice-Chair of the Board shall chair such meetings. In the absence of both, the Past Chair shall chair such meetings. In the absence of all, Trustees shall elect a chair from amongst the Trustees present at the meeting.
- 19.3. The role of the Committee of the Whole is to assist the Board in fulfilling its duties related to governance and oversight with a system wide focus by providing advice on system issues related to Programming and School Services, Business, Finance, and Facilities/Capital Planning.
- 19.4. The committee will maintain an ongoing strategic dialogue with and through the Director to ensure matters related to school programs and school services; business and finance; capital planning and facilities; student transportation; and human resources are in alignment with the Board's strategic plan and operational goals. The Committee deals with such matters as may be referred to the committee by the Board and receives reports as requested or as appropriate.
- 19.5. The Committee of the Whole shall meet monthly on the second and third working Mondays between September and June commencing at 7:00 p.m., unless otherwise determined by members of the Agenda Development Committee. Committee of the Whole meetings will be held in the boardroom of the Waterloo Region District School Board Education Centre.
- 19.6. An opportunity for the public to present as a delegation to the Committee of the Whole regarding issues of concern/interest will be included on the agenda of the Committee of the Whole meeting.

20. Board Committees

- 20.1. **Agenda Development Committee**
 - 20.1.1. Agenda Development Committee shall be struck each year for the following purposes:
 - a. to set meeting agendas;
 - b. to ensure the flow of business to be brought before the Board or any of its committees, including timed, regular reports;

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- c. to track to completion all business brought before the Board by motion, and provide to all trustees on a monthly basis a current schedule of meetings and pending agenda items.

- 20.1.2. The committee shall be comprised of the following: Board Chair; Board Vice-Chair; Past Chair; one trustee assigned on an alphabetical rotation; one trustee appointed for the period January to May; one trustee appointed for the period June to December; Director of Education and Secretary, and Manager of Corporate Services.
- 20.1.3. The committee may be chaired by the Board Vice-Chair or the Board Chair, in the absence of the Vice-Chair, or by another Trustee designated by the Committee Chair and will report directly to the Board. The committee will serve in an advisory capacity only, having no power to act.
- 20.1.4. The Agenda Development Committee will meet on the first working Monday of each month, as well as at the call of the Committee Chair.

20.2. Director Performance Appraisal Committee

- 20.2.1. The committee consists of the Board Chair, the Board Vice-Chair, Board Past Chair, Coordinating Superintendent Human Resources, and Senior Manager, Research and Evidence Based-Practice Department.
- 20.2.2. The Director Performance Appraisal Committee is designed to help the Waterloo Region District School Board achieve its strategic and annual goals and to help foster and build a strong working relationship between the Director and the Board.
- 20.2.3. The Director Performance Appraisal Committee will meet as per the timelines established in the Director of Education Performance Appraisal Guidebook.
- 20.2.4. The Committee may be chaired by the Board Chair or the Board Vice-Chair, in the absence of the Chair, or by another trustee designated by the Board Chair and will report directly to the Board.

20.3. Long Term Fiscal Sustainability and Stability Fiscal Task Force (Fiscal Task Force)

- 20.3.1. The committee is chaired by the Coordinating Superintendent, Business Services & Treasurer of the Board.
- 20.3.2. The committee periodically meets to discuss topics as they relate to the fiscal mandate of the Waterloo Region District School Board and in context with the Board's strategic plan.
- 20.3.3. The committee undertakes an engagement process whereby staff, students, caregivers, and other stakeholders are invited to submit suggestions/ideas that can assist in meeting the criteria of long term sustainability and stability of the Waterloo Region District School Board's fiscal situation.
- 20.3.4. The committee is guided by the Long Term Fiscal Sustainability and Stability Task Force's Terms of Reference.

20.4. Student Trustee and Student Senate Mentor

- 20.4.1. Student trustees are elected annually by Student Senators.

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- 20.4.2. A Student trustee mentor will be assigned using the committee membership process set out in sections 16.13-16.15 above.
- 20.4.3. Student trustees will provide a verbal report to the Board at least twice per year to inform the Board of Student Senate activities.
- 20.4.4. Student Trustees co-chair Student Senate meetings which are held monthly throughout the school year.
- 20.4.5. The Student Trustees and Student Senate Mentor are guided by Board Policy 3006, Student Trustees and Student Representation within the Board and the *Education Act* .

20.5. **School Year Calendar Committee**

- 20.5.1. This committee is guided by the *Act*, The Regulations legislation, Ministry of Education policies and timelines and collective bargaining agreements.

21. Communities Committees

Trustees may attend meetings of committees of which they are not members and, unless otherwise limited by law, collective agreement or Board motion, shall have voice but no vote.

21.1. **Accessibility Committee**

- 21.1.1. This committee is guided by the Accessibility Committee Terms of Reference.

21.2. **Equity and Inclusion Advisory Group**

- 21.2.1. This committee is guided by the Equity and Inclusion Advisory Group Terms of Reference.

21.3. **Mental Health and Addiction Strategy Working Group**

- 21.3.1. This committee is guided by the Mental Health and Addiction Strategy Working Group Terms of Reference.

22. Ad Hoc Committees

- 22.1. Ad Hoc Committees of the Board may only be established by Board approval. The recommendation to form such committee must include completed Terms of Reference stating a mandate, time frame for reporting to the Board and committee membership.
- 22.2. An Ad Hoc Committee shall be permitted to request the Board for an extension of its reporting timeline, if required.
- 22.3. A formal Board motion should be presented to dissolve an Ad Hoc Committee once the final report has been presented to the Board.

23. Trustee Representation of Staff Committees

- 23.1. Trustee representatives may be required to serve on staff (administrative) committees which are chaired by a senior administrator or designate.

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- 23.2. Staff Committee Chairs are to submit any requests for trustee representation to the Chair of the Board who will seek trustee volunteers and determine appointments in consultation with the Vice-Chair of the Board and the Director.
- 23.3. If necessary, actions taken by staff committees will be reported to the Board as information as determined by the Staff Committee Chair.

24. Rules of Order

The rules and regulations contained within these bylaws and procedures shall be the rules and regulations for the order and dispatch of business of the Waterloo Region District School Board. In all cases not provided for by these rules, the rules and practice of *Robert's Rules of Order* shall govern as applicable.

24.1. Notice of Motion

- 24.1.1. A Trustee may provide a written notice of motion at the appropriate agenda item of a Committee of the Whole or Board meeting to be referred to the Agenda Development Committee for scheduling.
- 24.1.2. The notice of motion must indicate the rationale of the motion and must be accurate and complete since it will determine what amendments are in order when the motion (e.g. "To raise the annual fee to \$20.00") is considered. The notice of motion will become invalid if the motion is amended beyond the scope of the notice.
- 24.1.3. Trustees may verbally serve notice of a motion that they intend to present at a future meeting during a Board or Committee of the Whole meeting under the "Future Agenda Items" portion of the meeting.
- 24.1.4. Trustees require the signed support of at least one additional trustee before the notice of motion would be accepted and scheduled for consideration by the Board.
- 24.1.5. The wording of the motion and appropriate signatures must be provided to the Manager of Corporate Services for scheduling on the next Agenda Development Committee agenda, no later than noon on the Friday prior to the Agenda Development Committee meeting.

24.2. Motions

- 24.2.1. A motion will be moved and seconded and then debate on the motion can occur. After debate has concluded the Chair will state the motion prior to the vote on the motion.
- 24.2.2. A privilege motion, in order of precedence, shall be considered over all other business and may be moved without notice.
- 24.2.3. When a question is under debate, the only motions in order shall be:
- adjourn or take a recess;
 - raise a question under point of order, privilege or question;
 - lay on the table;
 - call for the previous question;
 - postpone to a certain time;
 - refer;
 - amend;

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- h. postpone indefinitely;
- i. main motion.

Each motion shall have precedence in the order listed; and a, b, c and d shall be decided without debate except as provided under point of order, privilege or question by majority vote other than motion d which shall require a two-thirds vote of those present to adopt.

- 24.2.4. A motion to "Call the Question" (or "move the previous question") may be moved at any time when a motion, with or without amendment or amendments, is before the Board, provided always that no Trustee while speaking is interrupted for this purpose.
 - a. A motion to call the question is undebatable and shall be put in the following words, "I move that we call the question".
 - b. If carried by two-thirds of those present, the Chair shall then call for the vote on the pending motion and amendments (if more than one is before the Board at the time the question is called), in the appropriate order as required by these rules, and these items shall be voted upon and disposed of without further debate, and no other motion or amendment shall be entertained until the motion and amendment(s) are disposed of.
 - c. If the vote on the amendment is negative, further amendments may then be moved, and the motion and all amendments shall continue to be debated in the same manner.
- 24.2.5. A motion to lay on the table, done only in the case of an emergency, is not debatable; but a motion to lay on the table with any other condition involved is subject to debate and amendment with a majority vote. Generally, a motion to defer or postpone discussion to a future date will be put forward.
- 24.2.6. A question having been postponed indefinitely shall not be taken up again at the same meeting.
- 24.2.7. After a motion is made and seconded, a motion to amend may be made, and a motion to amend the amendment; but no further motion to amend shall be made until those have been decided.
- 24.2.8. An amendment modifying the subject of a motion shall be in order, but an amendment relating to a different subject or completely changing the intent of a motion shall not be considered.
- 24.2.9. All amendments shall be put in the reverse order to which they are moved.
- 24.2.10. Every amendment submitted shall be decided upon or withdrawn before the main question is put to a vote; and if the vote on an amendment is decided in the affirmative the main question as amended shall be put to a vote.
- 24.2.11. A motion to adjourn shall be in order except when a Trustee is speaking, or a vote is being taken, or when the previous question has been called. A motion to adjourn only shall not be open to amendment or debate; but a motion to adjourn to a particular time may be amended or debated.
- 24.2.12. No second motion to adjourn shall be made until some business has been transacted after the first motion to adjourn has failed.
- 24.2.13. Requests by individual Trustees for information, which will require a significant time commitment by Administration, must be formulated into a motion and receive

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Board approval prior to the task being undertaken. A request approved by “will of the Board” is acceptable when the request does not require significant time commitment by staff as determined in consultation with the Director.

- 24.2.14. Student Trustees may not move a motion but may suggest a motion on any matter at a meeting of the Board or of one of the committees on which the Student Trustee sits. If no Trustee or committee, as the case may be, moves the suggested motion, the record shall show the suggested motion.
- 24.2.15. After a motion has been moved and seconded and before the question has been put by the Chair, any Trustee may informally suggest one or more modifications (a friendly amendment) to the motion about which there is unlikely to be a difference of opinion. The mover of the motion may accept or reject the suggested modification.

24.3. Motions Considered at Board and Committee of the Whole Meetings

- 24.3.1. Motions shall be related to an agenda item.
- 24.3.2. Every motion shall be seconded and shall be disposed of only by a vote of the Board unless the mover and seconder, by permission of the Chair, withdraw the motion, as long as the motion has not been ‘put’ or stated by the Chair.
- 24.3.3. Any Trustee may request the motion under discussion be read for information at any time in the course of the debate, provided that no such request is made so as to interrupt a Trustee speaking to the question.
- 24.3.4. The mover and seconder shall be recorded in the official minutes of all Board and Standing Board meetings.
- 24.3.5. After a motion is moved and seconded, and has been stated by the Chair, it shall be deemed to be in possession of the Board.
- 24.3.6. A Trustee may introduce a motion and to provide clarification only on the wording before the motion is seconded. No other Trustee is permitted to speak to a motion before it is seconded.

24.4. Motion to Suspend the Rules

- 24.4.1. Any Trustee may make a motion to suspend the rules in order to do something, which cannot ordinarily be done without violating these rules. Such a motion is not debatable and requires a two-thirds vote of Trustees present at the meeting to pass. It may not be used in such a manner that would be seen as taking away a Trustee’s rights.

24.5. Reconsideration of a Motion Previously Approved by the Board

- 24.5.1. Once a motion has been decided upon by the Board at a regular or special Board meeting, and confirmed by a resolution of the Board recorded in its minutes, it shall not be reconsidered during the ensuing twelve-month period unless:
 - a. at least 72 hours written notice has been given to all members of the Board; and
 - b. the motion to reconsider is made by a Trustee who voted with the prevailing side (whether it was for or against);* and
 - c. the affirmative vote of two-thirds of all Trustees of the Board present at the meeting is received to reopen the matter.**

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Notes:

*The prevailing side means that if the majority of Trustees voted in favour of a motion, the Trustee presenting the motion of reconsideration must be someone who previously voted in favour of it. If the majority of Trustees voted against the motion, the Trustees presenting the reconsideration motion must be someone who previously voted against it. However, in the year following the election of a new Board, newly elected trustees (not including re-elected incumbents), will be deemed to have voted on the prevailing side of any motion proposed for reconsideration that received formal approval by the previous board. A tie vote would consider the vote against the motion (or the No vote) to be the prevailing side.

**No formal action may be taken unless a quorum is present (half of total membership plus one).

- 24.5.2. When a Trustee has properly moved for reconsideration of any question which has been decided, no discussion of the main question shall be allowed until the motion for reconsideration has been decided in the affirmative.

24.6. Voting

- 24.6.1. No Trustee shall have more than one vote, as Chair or otherwise, either at Board meetings, or on any committee.
- 24.6.2. Any Trustee may abstain from voting. An abstention maintains a quorum. The number of yea and nay votes will determine the approval or defeat of a motion under consideration. If the vote required is a majority or 2/3 of the Trustees present, an abstention will have the same effect as a no vote. In any case an abstention is not a vote and cannot be counted as a vote, but can be noted in the minutes of the meeting.
- 24.6.3. As ruled by the Chair, every Trustee may vote on a question put in a telephone poll or e-mail submission conducted by the Manager of Corporate Services or designate. In all cases where there is an equality of votes, the question is defeated. See Electronic Voting Guidelines for additional information.
- 24.6.4. After the Chair has put a question to vote, there shall be no further debate. The decision of the Chair as to whether the question has been finally put shall be conclusive. This includes once the vote has occurred we will move onto the next item on the agenda. Trustees are not permitted to continue to debate the motion by making a comment on the outcome of the vote that has just occurred as this could be seen as the final word.
- 24.6.5. A Trustee may call for a recorded vote as long as the request is made prior to the vote. The Manager of Corporate Services will conduct the recorded vote.
- 24.6.6. The request for a recorded vote shall record the votes of those participating in the vote indicating a nay, yea or abstention. The resulting number of yeas, nays and abstentions shall be declared by the Manager of Corporate Services.
- 24.6.7. Unless a recorded vote is requested, all votes at meetings shall be taken by a show of hands. The resulting number of yeas, and nays, shall be declared by the Chair. The Manager of Corporate Services will restate and reconfirm the outcome of a recorded vote if it is in question.

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- 24.6.8. Voting by proxy will not be allowed in any meeting under the jurisdiction of the Board in that proxy voting is incompatible with the essential characteristics of the Board in which membership is individual, personal and non-transferable.
- 24.6.9. In accordance with the *Act* (Section 55 (3)), the student Trustees are not entitled to exercise a binding vote on any matter before the board or any of its committees. They may request to have their non-binding vote recorded in the Board minutes and may request that a matter before the Board, or any of its committees, be put to a vote.
- 24.7. **Other Business/Requests for Information**
- 24.7.1. A period of time is scheduled just prior to the adjournment of each regular Board and Standing Committee meeting for other business from Trustees. Trustees are advised to contact the appropriate administrative official(s) regarding the item on which they intend to speak so that staff are prepared to respond appropriately, if possible.
- 24.7.2. Requests by individual Trustees for information, which will require a significant time commitment by Administration, must be formulated into a motion and receive Board approval prior to the task being undertaken. A request approved by “will of the Board” is acceptable when the request does not require significant time commitment by staff as determined in consultation with the Director of Education.
- 24.8. **Reports from Trustees**
- 24.8.1. Presentations made under the “Reports from Trustees” section on the regular Board meeting agenda shall be limited to information concerning events or activities at which the Trustee or Student Trustee presenting the report was acting on behalf of or representing the Board.
- 24.8.2. When trustees attend a conference or workshop on behalf of the board, they are required to submit a written report of that event to the Chair of the Board and this report will be posted on the Board website.