

# Board Procedural Bylaw 2017

## BOARD PROCEDURAL BYLAW

### TABLE OF CONTENTS

1:00	Inaugural Meeting
2:00	Election of Board Chair
3:00	Election of Board Vice Chair
4:00	Vacancy in the Office of Board Chair or Board Vice Chair
5:00	Duties of Board Chair
6:00	Duties of Board Vice Chair
7:00	Rules of Order
8:00	Board Committees
9:00	Regular Board Meetings
10:00	Board Agenda
11:00	Board Delegations
12:00	Special Board Meetings
13:00	Access to Board Meetings
14:00	Committee of the Whole
15:00	Board Policy
16:00	Amendment of Board Procedural Bylaw
17:00	Precedence
18:00	Electronic Meetings

**1:00**  
**INAUGURAL MEETING**

**1:01** The Inaugural Meeting of the newly elected Board shall be held at 5:00 PM in the designated Board Meeting Room on the first Wednesday of December following the election unless said day should be a holiday, in which case, the meeting shall be held at the same time and place on the day following the holiday.

**1:02** At the time prescribed for the Inaugural Meeting the Director or delegate shall take the chair pro tem.

**1:03** No business shall transpire at the Inaugural Meeting until after the declaration of office has been made by all the members who present themselves for that purpose.

**2:00**  
**ELECTION OF BOARD CHAIR**

**2:01** In each year at the first meeting of the trustees of the Bloorview School Authority at which a majority of all the members is present, they shall elect one of the members to be Board Chair.

**2:02** The Director or delegate shall preside at the election of the Board Chair.

**2:03** The Board Chair shall be elected for a one-year term.

**2:04** (a) The election of the Board Chair shall be by secret ballot with nomination and the member receiving a clear majority of the votes cast by all the members present, void ballots not being counted as cast, shall be declared elected but the count shall not be declared.

(b) Each trustee accepting a nomination may address the Board for a period of not more than 2 minutes prior to the vote.

**2:05** Should no member receive a clear majority of the votes cast, the Director or delegate shall announce the result and the name of the member receiving the smallest number of votes will be dropped and balloting shall be continued until a clear majority of the ballots cast, void ballots not being counted as cast, shall be in favour of one member.

**2:06** A clear majority shall be more than one-half of the votes cast. Should a clear majority not be obtained between the final two candidates after two tie votes the Chair shall be chosen by lot.

### **3:00**

#### **ELECTION OF BOARD VICE CHAIR**

**3:01** In each year at the first meeting of the trustees of the Bloorview School Authority at which a majority of all the members is present, they shall elect one of the members to be Board Vice Chair.

**3:02** The Board Vice Chair shall be elected for a one year term.

**3:03** The Board Vice Chair shall be elected in the same manner as the Board Chair.

### **4:00**

#### **VACANCY IN THE OFFICE OF BOARD CHAIR OR BOARD VICE CHAIR**

**4:01** Should a vacancy occur in either office during a year, a new Board Chair or Vice Chair shall be elected at the regular meeting subsequent to the vacancy in accordance with the method herein prescribed for the annual election of same.

### **5:00**

#### **DUTIES OF A BOARD MEMBER**

**5:01** A Board member's primary responsibility is to provide leadership and governance, to accept the ultimate legal responsibility and to represent the Bloorview School Authority to all stakeholders.

**5:02** The Responsibilities of a board member include but are not limited to:

- (1) Attending and participating in Board and Committee meetings and functions
- (2) Keeping informed about the Bloorview School Authority mission, services, policies and programs
- (3) Reviewing the agenda and supporting materials prior to board and Committee meetings
- (4) Serving on committees and offering to take on special assignments
- (5) Keeping up-to-date on developments in the education sector
- (6) Participating in ongoing Board and trustee development programs as appropriate
- (7) Respecting conflict of interest and confidentiality policies
- (8) Acting in the best interests of the Bloorview School Authority
- (9) Assisting the Board in carrying out its duties and responsibilities
- (10) Keeping informed of legal duties and obligations
- (11) Being adequately informed in order to vote knowledgeably with a view to promoting the best interests of the organization
- (12) Promoting and abiding by all decisions of the board of Trustees
- (13) Monitoring research activity.

6:00

## **DUTIES OF THE BOARD CHAIR, VICE CHAIR, SECRETARY and HOSPITAL REPRESENTATIVE**

### **BOARD CHAIR**

**6:01** The Board Chair is elected annually by and reports to the Board of Trustees

**6:02** The Board Chair is responsible for the management of the affairs of the board including ensuring that the Board is organized properly, functions effectively and meets its obligations and responsibilities.

**6:03** The responsibilities of the Board Chair include but are not limited to:

- (1) Ensuring that the Board is alert to its legal and regulatory obligations
- (2) Establishing the frequency of board meetings
- (3) Addressing issues related to non-performance by trustees in their duties and responsibilities
- (4) Keeping the board of Trustees informed on important issues that may arise between meetings
- (5) In conjunction with the Director of Education, overseeing the coordination of Board meetings and information packages
- (6) Working with the Director to promote effective relations with Board members, other stakeholders and the community
- (7) Acting as the principal liaison between the Board and the Director.
- (8) Providing input into strategies proposed by administration
- (9) Leading the Board in developing the role description and objectives of monitoring and evaluating the performance of and ensuring the accountability of the Director and the implementation of senior leadership succession and development plans for the Bloorview School Authority
- (10) Representing the Board at the Section 68 Treatment Centre meetings and other special meetings as required.

**6:04** The Board Chair shall preside at all meetings of the Board and shall preserve order and decide all questions of order. Challenge of a ruling of the Board Chair shall be subject to an immediate, non-debatable vote of the Board in which event a clear majority shall decide.

**6:05** The Board Chair may vote on any question before the Board, but, if by so doing there be an equality of votes, the question shall be negatived.

**6:06** The Board Chair shall be an “Ex Officio” member of all committees appointed by the Board. As such, the Board Chair shall have the right to participate in the proceedings of the committee.

**6:07** The Board Chair, with power to delegate, shall be the official representative of the Board at all public functions.

**6:08** Should the Board Chair elect to vacate the chair to take part in any debate or discussion or for any other reason the Board Chair shall call upon the Board Vice Chair, or in Vice Chair's absence, one of the members to fill the Chair's place until the Board Chair resumes it.

### **BOARD VICE CHAIR**

**6:09** In the absence of the Board Chair, the Board Vice Chair shall perform the duties and be accorded all privileges of the Board Chair.

**6:10** In the event of the prolonged absence or incapacitation of the Board Chair, the Board Vice Chair shall automatically be empowered to act with full authority of the position of Board Chair.

**6:11** The Board Vice Chair may act as an alternate Ex Officio committee member at the request of the Board Chair.

### **BOARD SECRETARY**

**6:12** It is the duty of the Board secretary to oversee the custody of the books of record of the Bloorview School Authority including correct minutes of all meetings of the Board and its committees. The Board Secretary is also responsible for ensuring the proper notification of meetings is given to Trustees. The Board may prescribe other duties to the Secretary as required.

### **HOSPITAL REPRESENTATIVES**

**6:13** The Chief Executive officer and one trustee from the Board of the Holland Bloorview Kids Rehabilitation Hospital will attend public board meetings in an ex-officio non-voting capacity. All policies pertaining to code of conduct, conflicts of interest and confidentiality will apply to the Hospital representatives attending board meetings.

## **7:00**

### **RULES OF ORDER**

**7:01** Unless otherwise addressed in the Board Procedural Bylaw, the procedures at Board and Committee Meetings shall be governed by Robert's Rules of Order.

## 8:00

### BOARD COMMITTEES

**8:01** a) A Standing Committee named the Board Policy Review Committee will be responsible for the annual review of the Board Procedural Bylaw and Board Policy Statements.

b) A Standing Committee named the Discipline Committee will be responsible for the hearing of suspension appeals requested by a parent/guardian or adult student and/or the expulsion of pupils of the board. The Discipline Committee will consist of three members and will meet at the call of the chair of the committee.

c) A Standing Committee named the Finance and Audit Committee will be responsible for roles and functions of the Audit Committee as prescribed in legislation. The Audit Committee will be composed of three board members and two persons who are not board members.

**8:02** An Ad Hoc committee may be appointed by resolution of the Board specifying the function of the committee, the number of members, with the understanding the committee will recommend its own dissolution when its task is complete.

**8:03** The Board Chair shall appoint members and name the Chair for all Board Committees and determine areas of responsibility when required.

**8:04** All Board Committees are understood to be dissolved on the day previous to an Initial or Inaugural Meeting of the Board except as specifically extended by the Board.

**8:05** Secretarial-resource assistance will be appointed for each committee by the Director of Education or delegate.

**8:06** Quorum for Board Committee meetings shall be more than half the members.

**8:07** Any trustee may attend any committee meeting and participate in discussion without voting rights.

**8:08** Usual Board procedure modified as appropriate shall apply in committee meetings.

**8:09** Minutes of Board Committee meetings shall become part of appropriate ensuing Board Meeting for action or information.

## 9:00

### REGULAR BOARD MEETINGS

**9:01** The Board shall set the time and place for regular meetings. The start time for regular board meetings should be established at the inaugural meeting.

**9:02** The Board shall operate under a Consent Agenda model (see 9:08)

**9:03** The Board shall be called to order by the Board Chair, or Board Vice Chair, or failing either of these, by the Director or delegate until a pro tem Chair is selected.

**9:04** No business shall be transacted unless a quorum, being a majority of the trustees, is present.

**9:05** If there is no quorum present within thirty minutes after the time appointed for the meeting the Director or delegate shall record the names of those members present and a state of adjournment shall continue to exist until the next regular or special meeting. Should a quorum cease to exist during a meeting, the Director or delegate shall record the names of those members seated at their designated place and the meeting shall forthwith adjourn.

**9:06** The Board shall adjourn no later than 2.5 hours after the Call to Order unless majority consent is obtained to continue beyond that time.

**9:07** A recommendation or motion brought before the Board for discussion and approval must meet at least one of the following conditions:

(a) Notice of Motion was given at a prior Board Meeting;

(b) The Recommendation or Motion was made directly related to an Agenda Item as printed on the Agenda sent to the trustees prior to the Meeting;

(c) The Recommendation or Motion was made with all of the trustees in attendance agreeing to consider the Recommendation or Motion.

**9:08** All recommendations shall be treated as motions and shall be considered for approval by consensus. When there is not consensus support for the recommendation, the Chair shall call for a mover and seconder for the motion. All motions that have been duly moved and seconded shall be voted upon unless withdrawn.

**9:09** After a motion is moved and seconded, a motion to amend may be made and a motion to amend the amendment may be made but no further motion to amend shall be made until these have been decided.

**9:10** A proposed amendment which negates the intent of the original motion shall not be accepted by the Board Chair.

**9:11** All amendments shall be put in the reverse order in which they have been moved.

**9:12** A motion to table or to refer for study by a stated group must state duration and shall be debatable only with reference to duration.

**9:13** The following motions shall be considered non-debatable and shall be put immediately:

- (a) To put the question.
- (b) To table. (debatable as to duration – 9:12)
- (c) To adjourn.
- (d) To refer for study by a stated group. (debatable as to duration – 9:12).

**9:14** A Notice of Motion that has a seconder may be presented in two ways:

- (a) In writing to the resource of the Board five calendar days prior to a Board meeting, signed by the mover and seconder.
- (b) Orally at a Board meeting for possible consideration at the next regularly scheduled meeting.

**9:15** Any resolution, when once decided by the Board at a regular or special meeting, shall not be reconsidered by the Board for a twelve-month period unless a motion to reconsider be approved by a clear majority of the members present at a regular meeting of the Board.

**9:16** Limitation of the time, or number of times, a member may speak to a particular motion and the duration of debate on a particular issue shall be the prerogative of the Board Chair.

**9:17** Yeas and nays shall be recorded on request of any member made previous to the vote being taken. All trustees present must vote.

**9:18** Attendees at in-camera meetings will consist of Board Trustees, Director, and those invited by the Chair of the Board to speak to an issue under consideration.

## **10:00 BOARD AGENDA**

**10:01** The Board Chair and Director of Education or delegate shall prepare cooperatively an Agenda for all Board meetings and shall include all Agenda requests of trustees received by the Agenda Deadline Date.

**10:02** The Agenda for regular Board Meetings shall include:

Presentations

1. Call to Order
2. Agenda Approval
3. Declaration of Conflict of Interest
4. Delegations



5. Report from Holland Bloorview Hospital
6. Report from School Principal
7. Report from Director of Education
8. Action Items
9. Information Items
10. Finance
11. Trustee Enquiries
12. Items of Interest
13. Correspondence
14. In Camera Session
15. Report from Committee of the Whole
16. Next Meeting
17. Adjournment

**10:03** The Agenda Deadline Date for trustees and the general public shall be 7:30 p.m. on the day five calendar days previous to a regular Board Meeting.

**10:04** The agenda for a regular Board Meeting shall be delivered to all Board members not less than 5 business days prior to a Board Meeting. Agendas, e-mailed to the last known e-mail address of each of the trustees shall be deemed to have been delivered.

**10:05** The proposed Agenda for a regular Board Meeting shall be followed unless there is a majority decision to amend it.

## **11:00**

### **BOARD DELEGATIONS**

**11:01** Persons or groups wishing to appear before the Board as delegations must register their intention with the Director or delegate by 4:30 p.m. on the Agenda Deadline Date. (date to be included when request for Delegation is submitted)

**11:02** The Chair will permit only three (3) delegations to present briefs at any one meeting of the Board.

**11:03** Notwithstanding Section 11:01 and 11:02, the Board Chair shall permit a delegation to be heard if he/she deems the nature of the business to be of a serious or emergent nature.

**11:04** Anyone has the right to present as a delegation on any matter, except Board employees. Employees may address the Board on personal issues, but special restrictions apply when presenting on matters of:

(a) Collective agreements to which the Board is a party.\*

(b) Employee organizations to which the speaker is, or is eligible to be, a member.\*

*Such submission(s) shall be dealt with as required by the appropriate Collective Agreement or shall be presented by the spokesperson of the relevant organization(s).*

**11:05** At the time of registration, each delegation will indicate the title and subject matter to be presented, the name of the speaker, and on whose behalf the delegation is appearing. Each delegation must designate not more than two (2) people as spokespersons and no other members shall be permitted to participate.

**11:06** The delegation will submit one copy of its written brief to the Office of the Director of Education during office hours on or before the working day preceding the Board Meeting.

**11:07** It shall be indicated by the Board Chair to the spokesperson that the spokesperson will make the presentation and then may be subject to clarifying questions by Board members. The spokesperson, however, shall not be privileged to ask questions of Board members. The presentation must be confined to the written submission and is limited to fifteen (15) minutes.

**11:08** (a) If the speaker intends to use the name/title/position of a staff member or trustee in a negative, critical or derogatory fashion, the speaker must address the section in a private session. If the speaker uses the name/title/position of a staff member or trustee in a negative, critical or derogatory fashion, the Chair shall direct the remainder of the presentation to private session.

(b) Whenever a delegate indicates that a negative comment is to be made regarding an individual member of the Board community, this individual shall be advised that he/she has the right to attend the section of the private session of the Board Meeting at which this comment is to be made.

**11:09** As soon as the Board Chair is satisfied that all points have been clarified, the Board Chair will close the presentation by thanking the spokesperson and stating that the matter will receive consideration by the Board.

**11:10** Any decision taken by the Board relative to a delegation shall be communicated in writing to the spokesperson of the delegation.

## **12:00**

### **SPECIAL BOARD MEETINGS**

**12:01** The Board Chair shall cause a Special Board Meeting to be held at the Board Chair's discretion or as the result of a written request by two members of the Board.

**12:02** At least twenty-four hours notice previous to a Special Board Meeting would appear desirable.

**12:03** Only the stated business of the Special Board Meeting shall be considered.

**12:04** The quorum rule shall apply in the case of a Special Board Meeting.

## **13:00**

### **ACCESS TO BOARD MEETINGS**

**13:01** Access to Meetings of the Board, Committee Meetings of the Board and declaration of Private Sessions of either shall be in accordance with the Education Act.

**13:02** Regular rules of procedure shall prevail in Private Session.

## **14:00**

### **COMMITTEE OF THE WHOLE**

**14:01** The Board may resolve itself into Committee of the Whole for discussion of a stated matter(s).

**14:02** The Committee shall determine the member who shall take the Chair.

**14:03** Normal rules of procedure shall be considered to be relaxed in Committee of the Whole but the Chair shall preserve order and decide all questions of order.

**14:04** A motion to rise from Committee of the Whole shall be non-debatable.

**14:05** The Chair of the Committee of the Whole shall report to regular session as directed by the Committee.

**15:00**  
**BOARD POLICY**

**15:01** Policy Statements of the Board shall be officially considered at the Board Meeting following a meeting in which Policy was approved by the Policy committee.

**15:02** Policy Statements of the Board shall be reviewed annually.

**15:03** Policy Statements shall be changed only by a majority of Board members present at a regular Meeting of the Board provided new wording of Policy shall have been included in the Agenda material.

**16:00**  
**AMENDMENT OF BOARD PROCEDURAL BYLAW**

**16:01** The Procedural Bylaw of the Board shall be reviewed annually.

**16:02** The Procedural Bylaw of the Board shall be changed only by a majority of Board members present at a regular Meeting of the Board provided new wording of Bylaw alteration shall have been included in the Agenda material.

**17:00**  
**PRECEDENCE**

**17:01** Provisions of applicable Acts of the Province of Ontario shall take precedence over any bylaws formulated by the Bloorview School Authority

**18:00**  
**ELECTRONIC MEETINGS**

**18:01** At the request of any trustee the Board shall provide the trustee with electronic means for participating in meetings of the Board or of a Committee of the Board, including a Committee of the Whole Board, provided that such means shall not be provided to a trustee:

(1) if to do so will breach the requirement of Section 229 of the Education Act (which requires the trustee to be physically present in the meeting room for at least three regular meetings of the Board in each 12 month period beginning December 1<sup>st</sup>); and

(2) in the event that the provisions of either 18:03 or 18:04 hereof, as the case may be, cannot be observed.

**18:02** The electronic means provided for in 18:01 shall permit each person participating in the meeting to hear and be heard by all other participants.

**18:03** At all meetings of the Board or of the Committee of the Whole board, in addition to the usual requirements for quorum, the personal presence (in the meeting room at the Bloorview

School Authority) shall be required of either two trustees or one trustee and the Director of Education (or delegate)

**18:04** At all meetings of Committees of the Board other than the Committee of the Whole Board, in addition to the usual requirements for quorum, the personal presence (in the meeting room at the Bloorview School Authority) shall be required of one trustee member of the committee OR the Director of Education (or the Director's designate).

**18:05** Except those Committee meetings from which the public has been excluded, the meeting room of the Board or of a Committee of the Board, as the case may be, shall be open to permit physical attendance by members of the public at every meeting of the Board or of the Committee of the Board, regardless of whether one or more trustees participate at such meetings electronically.

**18:06** The Board shall determine from time to time whether, and if so where, electronic means should be provided at one or more locations within the area of jurisdiction of the Board in addition to the Bloorview School Authority to permit participation by members of the public in meetings or classes of meetings, provided however that any such participation in accordance with this section shall conform with all Board Bylaws and Policies with respect to the participation generally by members of the public.

**18:07** At all meetings at which a trustee participates by electronic means, it is the responsibility of the trustee to comply with the requirements of the *Municipal Conflict of Interest Act*, including, in the case of a meeting that is closed to the public, to disconnect from the electronic participation for so long as is necessary in order to so comply.