



October 2025

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SECTION 1: GENERAL

1.1 Purpose of By-Laws

- 1.1.1 These By-Laws are enacted and administered by the Board of Trustees with support from the Director of Education and designated staff.
- 1.1.2 The By-Laws are the fundamental rules that support a policy model of governance and together, with the Rules of Order, prescribe the actions of Members and Student Trustees in Board and Committee Meetings and advance democratic decision-making through fair and respectful dialogue and debate.
- 1.1.3 The By-Laws are based on the following principles of effective governance:
- (a) The majority of Members have the right to decide on a matter;
 - (b) The minority of Members have a right to be heard; and
 - (c) All Members and Student Trustees have the right to:
 - (i) appropriate information to assist in decision-making, unless prohibited by law;
 - (ii) efficient, effective and professional meetings;
 - (iii) be treated with respect and courtesy, and
 - (iv) equal rights, privileges and obligations.

1.2 Application and Scope

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

These By-Laws apply to all Members and to the following Committees comprised of Trustees only; Committee of the Whole, Standing Committee(s), and Ad Hoc Trustee Committee(s), as defined in Section 1.6.

Certain provisions apply to Student Trustees.

Statutory Committees, which include Trustees and the Educational Community members, are governed by applicable legislation.

Advisory Committees, which include Trustees and Educational Community members, will follow Governance Directives approved by the Board, in accordance with Section 1.5.

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1.2.2 The head office of the HPEDSB shall be the Education Centre located at 156 Ann Street, Belleville, Ontario.

1.2.3 The corporate seal and the official corporate logo are as approved by the Board and the seal shall bear the full official name of the Board.

1.3 Rules of Order

1.3.1 The rules contained in the current edition of Robert's Rules of Order shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, any special rules of order the Board may adopt or legislation.

1.4 Amendments to By-Laws

1.4.1 Review Cycle

These By-Laws will be amended (Robert's Rules of Order defines amend to include any change or substitution/revision of the By-Law) as required and reviewed at a minimum every four (4) years.

The Board's Governance and Policy Committee is authorized to consider and make recommendations to the Board regarding any amendments to the HPEDSB By-laws, including recommendations regarding amendments to the Governance Directives, and any Board special rules of order.

1.4.2 Advance Notice

Only the Governance and Policy Committee may give advance written notice of a By-Law amendment, including for Governance Directives and Board special rules of order. No individual Member or Student Trustee may give advance written notice of a By-Law, Governance Directive or Board special rules of order amendment.

Advance notice must be given at the previous regular Board Meeting for consideration to amend the By-Laws at a subsequent regular Board Meeting or Special Meeting.

1.4.3 Two-Thirds Vote Requirement

These By-Laws may be amended at any regular Board Meeting or Special Meeting by a Two-Thirds (2/3) Vote, provided that the amendment has been submitted in advance as described above.

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1.4.4 Housekeeping Changes

The Director or Designate may make any of the following non-substantive changes to the By-Laws:

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

1.4.5 Technical Errors and Omissions

A technical error or omission regarding the notice of a Meeting (and related Agenda) or the application of these By-Laws will not affect the validity of subsequent decisions undertaken by the Board or its Committees, unless the error or omission results in a violation of law.

1.5 Governance Directives for HPEDSB By-Laws

- 1.5.1 The Board may adopt Governance Directives to support good governance practices in alignment with the HPEDSB By-Laws.
- 1.5.2 Members and Student Trustees will abide by the provisions in the HPEDSB Governance Directives.
- 1.5.3 The Board's Governance and Policy Committee is authorized to consider and make recommendations to the Board regarding the amendment, repeal, replacement or addition of Governance Directives related to the HPEDSB By-Laws.
- 1.5.4 The provisions outlined in Section 1.5.3 require advance notice and a Two-Thirds Vote in accordance with 1.4.2 and 1.4.3.

1.6 Definitions

For the purpose of these By-Laws, the following definitions will apply:

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

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“Act” means the *Education Act*; the regulations thereunder, and any related Ministry of Education policies, directives, memoranda, etc.;

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

“Adjourn” means to end a meeting;

“Advisory Committee” means an Advisory Committee approved by the Board which includes members of the Educational Community, in addition to Trustees, for the purpose of providing community advice and input on specified areas of the Board’s responsibilities. Special Education Advisory Committee and Parent Involvement Committee are Statutory Committees and not advisory committees within this definition;

“Agenda” means a list of items that form the Order of Business to be discussed at a Board or Committee Meeting;

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

“Annual Schedule of Meetings” means the official schedule of Board, Committee, and Advisory Committee Meetings approved by the Board, posted on the HPEDSB website, and that may be amended from time-to-time;

“Appeal Ruling of Presiding Officer” means to move a motion to appeal a ruling of the Presiding Officer regarding parliamentary procedure, including on a point of order, or applicability of these By-Laws, HPEDSB Governance Directives, HPEDSB policies or law;

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

“Board Meeting” means a meeting of the “Board of Trustees”;

“Board Work Plan” means a plan developed by the Chair and Director of Education and used by the Governance and Policy Committee and HPEDSB senior staff to schedule and monitor the Board’s work at Board Committees;

“Call the (Previous) Question” means to end debate and vote on the motion that is before the Board or Committee; a motion to Call the (Previous) Question is not debatable and requires a Two-Thirds Vote;

“Chair” means the Chairperson of the Board;

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“Closed Session”, which may be referred to as **“Private Session”**, means a Meeting or a portion of a Meeting of the Board or Committee, which is closed to the public in accordance with the Act and in accordance with Section 5.3.5 of these By-Laws;

“Code of Conduct” means the Board Members Code of Conduct for the Hastings and Prince Edward District School Board;

“Committee” means the following Committees comprised of only Trustee Members, established pursuant to these By-Laws, Committee of the Whole, Standing Committee(s), and Ad Hoc Trustee Committee(s);

“Committee Chair” means the chair of a Committee;

“Committee of the Whole” means a Committee with a membership composition that includes all Board Members with full participation and voting privileges, as outlined in the Act. A Committee of the Whole meeting may be held in Open (Public) or Closed (Private) Session;

“Committee Vice-Chair” means the vice-chair of a Committee;

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

“Consent Agenda” means the portion of the Board Meeting with routine agenda items presented together and adopted at once without further debate. The Consent Agenda typically consists of matters that were discussed and voted on previously at a Committee and presented for approval by the Board and minutes of previous Board Meetings and Special Board Meetings;

“Delegate” means the individual who speaks or submits a written statement to a Standing Committee or Committee of the Whole as described in the Board’s Governance Directive, Delegations and Community Engagement;

“Delegation” means the action of speaking or submitting a written statement by a Delegate to a Standing Committee, or Committee of the Whole Meeting as described in the Board’s Governance Directive, Delegations and Community Engagement;

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

“Director” means the Director of Education, Secretary, Chief Education Officer, and Chief Executive Officer of the HPEDSB;

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“Educational Community” means parents/guardians of students, students, staff members, volunteers, community organizations, and other individuals who reside in the community serviced by HPEDSB and have an interest in matters related to public education;

“Emergency Business” means a situation, or the threat of a situation, adversely affecting health, safety and/or well-being of a person(s), or resulting in significant legal risk or financial consequences to the Board, which by its nature and seriousness requires an immediate response;

“Ex-Officio Member” means a member of a Committee by virtue of holding the office of the Chair of the Board. An Ex-Officio member is not a regular member of a Committee and does not through their attendance at a Committee Meeting increase the size of the Committee for the purposes of calculating a simple majority for Quorum purposes (i.e. the minimum number of regular members of a Committee necessary to conduct a Committee Meeting). Ex-Officio Members have the same voting rights and privileges as a regular member of a Committee. The Chair is not an Ex-Officio member of any Statutory Committee;

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

“Governance Directive” means a set of rules for specific aspects of Board governance matters, including, but not limited to, the terms of reference for Committees, the Code of Conduct;

“HPEDSB” means the Hastings and Prince Edward District School Board;

“Inaugural Meeting” means the first annual Board Meeting at which the Board’s Chair, Vice-Chair and members of the Governance and Policy Committee are elected;

“Lay a Motion on the Table” means to put aside the current business and consider it later in the meeting to deal with another matter. See also **“Take from the Table”**;

“Main Motion” means a proposal put forward by a Member, or as suggested by a Student Trustee, for the consideration of the Board or Committee;

“Majority Vote” means a voting threshold that requires the majority of the Members Present and voting (also stated as a majority of the votes cast) to pass a motion, unless otherwise prescribed in these By-Laws or Robert’s Rules of Order;

“Meeting” means any meeting of the Board or its Committees (defined in Section 1.6);

“Member” means an elected, acclaimed or appointed Member of the Board of Trustees that may be referred to as a “Trustee” pursuant to the Act. A Student Trustee, although not an elected Member of the Board, has certain privileges and duties which are outlined in the Act;

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“Minutes” means the minutes of a Board Meeting, once approved by the Board, or the minutes of a Committee, Statutory or Advisory Committee, approved by that committee, as applicable, which form a portion of the Board’s Official Record. All Board motions are in effect upon adoption, unless the motion provides for some other adoption of effective date. Committee motions are not effective and do not bind the Board to any action until approved by the Board, unless otherwise permitted by law;

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

“Official Record” means the complete and official record of agendas, minutes, reports and delegation submissions (where applicable), that is required for all HPEDSB Public and Private Board, Committee, Statutory and Advisory Committee Meetings, maintained by the Director or Designate;

“Official Recording Secretary” means the staff member(s) assigned responsibility for producing the Official Record that is required for all Board, Committee, Statutory and Advisory Committee Meetings;

“Open Session”, which may be referred to as **“Public Session”**, means a Meeting or a portion of a Meeting of the Board or a Committee of the Board open to the public in accordance with the Act. Board and Committee Meetings will always begin and end in Open Session but may be closed in limited circumstances, as outlined in the Act;

“Order of Business” means the order that the items of business will be taken up on a Board or Committee Agenda;

“Organizational Meeting” means the first Board Meeting following the Inaugural Meeting at which Members are appointed to Committees (with the exception of the Governance and Policy Committee), Board Standing Committee Chair and Vice-Chair elections are held, Trustees are appointed to External Organizations and Statutory and Advisory Committee memberships are approved;

“Parliamentary Inquiry” is used when a Member wishes to ask the Presiding Officer a question about Parliamentary Procedure or the Rules of Order to understand the rationale for application in the current Meeting/context. The Presiding Officer’s response in this situation is an opinion, not a ruling, and therefore cannot be appealed. See also, *Point of Order and Appeal Ruling of Presiding Officer*;

“Point of Order” is used by a Member in a Board or Committee Meeting to address a perceived breach of law, parliamentary procedure, rules of order, or HPEDSB By-Laws, policies or Governance Directives;

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“Postpone Indefinitely” means to postpone a motion under consideration, which, when postponed indefinitely, cannot be discussed or reintroduced at the same Meeting. The matter can only be brought up again at a later date in accordance with Section 5.34.4, *Failed Motion or Motion Previously Not Dealt With*;

“Present”, for the purpose of these By-Laws, means in attendance at a Board or Committee Meeting, either physically or by electronic means, in accordance with O. Reg 463/97 and the Act;

“Presiding Officer” means the person who presides over a Board or Committee Meeting;

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

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

“Question of Privilege” means a request to the Presiding Officer to immediately consider and take action (despite any other pending business before the Board or Committee) to remedy a situation in which a Member believes the rights or privileges of the Board, any individual Member, or a Student Trustee, are being affected (such as concerns re excessive noise or temperature or a correction that is required to the Official Record);

“Quorum” means the minimum number of Members necessary to conduct a Meeting, which represents a simple majority of Members on the Board, Committee, or Advisory Committee, as applicable. Ex Officio Members may count towards Quorum when they are Present. The presence of an Ex-Officio Member does not increase the total number of Members required to constitute a quorum;

“Receive” means to receive information and to include it in the Official Record of a Board or Committee Meeting;

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

“Recorded Vote” means a written record of the name and vote of Members and Student Trustees relating to a motion at a Board, Special Board or Committee of the Whole Meetings (Public or Private Session). Student Trustee votes are non-binding. Recorded votes are not taken at other Committee Meetings;

“Refer” means to refer a matter for consideration to another body under the jurisdiction of the HPEDSB (e.g., the Board, a Committee, Statutory or Advisory Committee(s), or the Director of Education;

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“Rise and Report” means to move a motion in a Committee of the Whole (Private Session) to report to the Board of Trustees in a Public Board or Special Meeting of the Board a recommendation from a Private Committee Meeting;

“Robert’s Rules of Order” means the current version of Robert’s Rules of Order *Newly Revised*, which is the internationally recognized manual on parliamentary procedure used as the guide for conducting efficient, effective and fair meetings;

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

“Signing Officers” means those individuals with signing authority for the HPEDSB. See 2.8.1 ;

“Special Meeting” means a Meeting that is called to deal with time-sensitive matters (including matters that may require extensive time to consider) or Emergency Business, in accordance with Section 5.7 of these By-Laws;

“Standing Committee” means a committee, generally of a permanent nature, established by the Board in accordance with its responsibilities, as outlined in the *Act*. The current Standing Committees are: (1) Physical Planning, Finance and Building Committee, (2) Governance and Policy Committee, and (3) Student Learning, Well-Being and Equity Committee;

“Statutory Committee” means any committee that the Hastings and Prince Edward District School Board is required to establish by law. The current Statutory Committees are: (1) Audit Committee, (2) Parent Involvement Committee (3) Special Education Advisory Committee, (4) Supervised Alternative Learning Committee, and (5) Student Discipline Committee;

“Student Trustees” means those students elected by their peers to represent their interests, in accordance with the *Act*;

“System Advisory Committee” is an operational committee created and managed by staff for which trustee representation may be requested. Membership is determined by board administration;

“Take from the Table” is to resume consideration of a Motion that has been tabled or put aside earlier at the same Meeting. See also **“Lay a Motion on the Table”**;

“Temporary Absence” means the Chair is unable to carry out their duties of the position of Chair for up to one month after which the Chair is deemed to vacate the position of Chair and a new Chair will be elected in accordance with the *Education Act*.

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

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

“Two-Thirds Vote” means a voting threshold that requires at least two-thirds (2/3) of the Members of the Board or Committee Present and voting;

“Vice-Chair” means the vice-chair of the Board, who may be authorized to act on behalf of the Board Chair in their absence, in accordance with the *Act*;

“Year” means calendar year, unless otherwise indicated.

1.7 Borrowing By-Laws

- 1.7.1 From time to time the Ministry of Education requires school boards to establish long-term financing arrangements through the Ontario Financing Authority for multi-stage projects. The Ministry of Education funds the interest costs associated with this borrowing and requires that school boards authorize the long term financing through borrowing bylaws.

SECTION 2: ROLES AND RESPONSIBILITIES

2.1 Board of Trustees

- 2.1.1 The Board of Trustees is the collective governing body of the Hastings and Prince Edward District School Board. Its decision-making authority rests with the entire Board of Trustees and not with individual Trustees.

As outlined in the *Act*, the Board of Trustees is expected to govern in a manner that is responsive to the needs of all students in the Board. Individual Trustees must balance their role as representatives of the constituents who elected them with their responsibilities as Members of the Board of Trustees as a whole.

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

- (a) Promote student achievement and well-being and comply with Minister of Education policies and guidelines respecting provincial priorities in education in the area of student achievement prescribed by the Ontario government;
- (b) Promote a positive school climate that is inclusive and accepting of all pupils;
- (c) Promote the prevention of bullying;
- (d) Ensure the effective stewardship of the HPEDSB's resources;
- (e) Deliver effective and appropriate education programs to its pupils;
- (f) Develop and maintain policies and organizational structures that promote the goals in (a) to (e) above and encourage pupils to pursue their educational goals;
- (g) Monitor and evaluate the effectiveness of policies developed by the HPEDSB under (f) above in achieving its goals and the efficiency of the implementation of those policies;
- (h) Develop a multi-year strategic plan aimed at achieving the goals referred to in (a) to (e) above;
- (i) Annually review the multi-year strategic plan with the Director; and
- (j) Monitor and evaluate the performance of the Director.

- 2.1.3 The Hastings and Prince Edward District School Board is committed to building learning and working environments that are free from any form of bias, racism and/or discrimination. The Board strives at all times to create a climate of understanding and mutual respect and to provide all students with optimal and inclusive learning opportunities, regardless of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability and any other grounds protected under the Ontario Human Rights Code and related policies.

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2.2 Trustees

2.2.1 Individual Trustees are required to do the following;

- (a) Make and file with the Secretary of the Board the Declaration of Office;
- (b) Sign the Code of Conduct acknowledgement and undertaking each year on or before the date of the Organizational Meeting;
- (c) Attend and participate in Meetings of the Board and Committees, including Statutory and Advisory Committees of which they are a member;
- (d) Carry out their responsibilities in a manner that assists the Board in fulfilling its duties under the *Act*;
- (e) Bring the concerns of parents/guardians, students and the HPEDSB's supporters to the attention of the Board (using Board-approved methods);
- (f) Uphold the implementation of any Board resolution after it is passed by the Board;
- (g) Entrust the day-to-day management of the HPEDSB to its staff through the Director;
- (h) Maintain a focus on student achievement and well-being;
- (i) Consult with parents/guardians, students and the HPEDSB's stakeholders on the Board's Multi-Year Strategic Plan in the manner prescribed by the Minister of Education and the *Act*;
- (j) Comply with the Code of Conduct;
- (k) Comply with the Minister of Education policies and guidelines for training;
- (l) Declare any pecuniary interest, whether direct, indirect, or deemed, in accordance with the *Municipal Conflict of Interest Act* at Board and Committee Meetings, including Statutory and Advisory committee meetings;
- (m) Not be Present at a Closed Session for matters where they have declared a conflict of interest; and
- (n) Maintain confidentiality by not disclosing to anyone confidential information acquired by virtue of their office or during Closed Sessions.

2.3 Board Chair and Vice-Chair

2.3.1 The Board, in electing one of their peers to be Chair, confer on the Chair a leadership role. The Chair, as an individual Member, has no greater voting rights than any other Member of the Board.

2.3.2 The Vice-Chair shall perform the duties of the Chair during a Temporary Absence of the Chair (except to be an Ex-Officio member of Standing Committees or otherwise a member of a committee of the Board or HPEDSB) (See 4.6.4 and 4.4.3) and act as liaison to the student senate and the Student Trustees.

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2.3.3 The Board Chair;

- (a) Presides over Meetings of the Board;
- (b) Must be physically present in the meeting room for Board and Committee of the Whole Meetings, unless all schools of the HPEDSB are closed, as described in Regulation 463/97;
- (c) Notwithstanding Section 2.3.3(b), is permitted to participate by electronic means in accordance with Section 5.12, "*Electronic Participation*", if their designate is the Presiding Officer of the Board or Committee of the Whole Meeting and is in person;
- (d) Establishes Agendas for Board Meetings, in consultation with the Board's Director or Designate and the Governance and Policy Committee;
- (e) Conducts Meetings in accordance with these Board By-Laws;
- (f) Ensures that Members and Student Trustees have the information needed for informed discussion of the Agenda items;
- (g) Acts as spokesperson to the public on behalf of the Board of Trustees, unless otherwise decided by the Board;
- (h) Conveys the decisions of the Board to the Director;
- (i) Provides leadership to the Board in maintaining the Board's focus on the Multi-Year Strategic Plan established under the Act;
- (j) Provides leadership to the Board in maintaining the Board's focus on the HPEDSB's mission and vision; and
- (k) Assumes such other responsibilities as may be specified by the Board.

2.3.4 A Chair and Vice-Chair will be elected each year at the Inaugural meeting in accordance with the election process in Section 3.4. The term of office of the Chair and Vice-Chair shall be for one (1) year or until their successors are elected and will commence upon the date of their election.

2.3.5 There is no limit to the number of terms a Chair or Vice-Chair may serve.

2.3.6 If a vacancy occurs in the office of the Chair or Vice-Chair, at the first meeting of the Board after a vacancy occurs, the Board shall elect one of themselves to be Chair or Vice-Chair, as the case may be, and the newly elected person will hold the office from the date of their election until the election of a Chair or Vice-Chair at the next Inaugural Meeting or until their successor is elected. Any election will be conducted in accordance with the election process in Section 3.4.

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2.4 Committee Chair or Vice-Chair

- 2.4.1 The Committee Chair or Vice-Chair (in the Chair's absence):
- (a) Presides over Meetings of the Committee;
 - (b) Establishes Agendas for Committee Meetings, in accordance with Section 5.16;
 - (c) Conducts Committee Meetings in accordance with these Board By-Laws;
 - (d) Ensures that members of the Committee have the information needed for informed discussion of the Agenda items; and
 - (e) With the assistance of assigned staff, puts forward minutes and recommendations to the Board on behalf of the Committee.
- 2.4.2 A Standing Committee chair and vice-chair will be elected each year at the Inaugural Meeting or Organizational Meeting, as the case may be, in accordance with the election process in Section 3.4. The term of office of the Standing Committee chair and vice-chair shall be for one (1) year or until their successors are elected and will commence upon the date of their election. There is no limit to the number of terms a Standing Committee chair or vice-Chair may serve.
- 2.4.3 If a vacancy occurs in the office of the Standing Committee chair or vice-chair, at the first meeting of the Board after a vacancy occurs, the Board shall elect one of themselves to be chair or vice-chair, as the case may be, and the newly elected person will hold the office from the date of their election until the election of a chair or vice-chair for Standing Committees at the next Inaugural Meeting or Organizational Meeting, as the case may be, or until their successor is elected. Any election will be conducted in accordance with the election process in Section 3.4.
- 2.4.4 In the case of an Ad Hoc Trustee Committee, the terms of reference will specify when the chair and vice-chair of the committee will be elected, their term of office, and the process for filling a vacancy in those offices; and may specify that the committee chair and vice-chair may serve a term that coincides with the length of mandate of the Ad Hoc Trustee Committee or until their successors are elected.

2.5 Student Trustees

- 2.5.1 Student Trustees are not municipally elected members of the Board but play an important role in representing the interests of students of the HPEDSB in the last two years of the intermediate division and in the senior division through their participation in Board and Committee Meetings. As outlined in the Act and Ministry of Education Directives, Student Trustees:

SECTION 2: ROLES AND RESPONSIBILITIES

- (a) Have the same opportunities to participate at Meetings of the Board and Committees, including Advisory and Statutory Committees, as Members of the Board, except as restricted by the Act;
- (b) May request that a matter before the Board be put to a Recorded Vote;
- (c) Must disclose any conflict of interest in the same manner as a Member on a matter before the Board or one of its Committees on which the Student Trustee sits;
- (d) May not move or second a motion but are entitled to cast a non-binding vote on a matter before the Board or one of its Committees on which the Student Trustee sits, (subject to clause 2.5.1(c));
- (e) May suggest a motion on a matter before the Board or one of its Committees on which the Student Trustee sits which, if not moved by a Member, will be shown in the Minutes;
- (f) May attend Closed Session, except when declaring a conflict of interest or when matters under consideration include the disclosure of intimate, personal or financial information with respect to a Member, a member of a Statutory or Advisory Committee, an employee or prospective employee of the HPEDSB, and/or a pupil or their parent or guardian;
- (g) Must not disclose to anyone, confidential or personal information acquired during their term as Student Trustee or during Closed Session(s);
- (h) Must comply with the Code of Conduct for Board Members;
- (i) Have the same access to HPEDSB resources and opportunities for training as a Member;
- (j) Are entitled to receive an honorarium from HPEDSB, and to be reimbursed for out-of-pocket expenses as if they were Members, in accordance with the Act; and
- (k) Must resign from their position if they are absent from three (3) consecutive regular meetings of Board without being authorized by a resolution of the Board.

2.6 Director of Education

- 2.6.1 The Director of Education is appointed by the Board, responsible for the day-to-day management and administration of all schools and departments and, within policies established by the Board, the development and maintenance of an effective organization and the programs required to implement such policies. The Director has the additional duties prescribed in s.283.1 of the Act.
- 2.6.2 The Director serves as the Chief Education Officer, Chief Executive Officer and Secretary to the Board.
- 2.6.3 The Director presides at the Inaugural Meeting until the Chair is elected.
- 2.6.4 As Secretary to the Board, the Director or Designate will:

SECTION 2: ROLES AND RESPONSIBILITIES

- (a) Determine the times and location for the Meetings of the Board and Committees in conjunction with the Board of Trustees;
- (b) Keep a full and correct set of Minutes of every Board Meeting (including Special Meetings of the Board), and ensure that the Minutes are approved by the Board and signed by the Chair or Presiding Officer for the HPEDSB's Official Record;
- (c) Maintain the Board's complete Official Record, which includes minutes, agendas, reports and delegation submissions (where applicable) for all HPEDSB Public and Private Board, Special Board, Committee, Statutory and Advisory Committee meetings;
- (d) Provide copies of any reports requested by the Ministry of Education;
- (e) Give notice of all Meetings of the Board and Committees, including Statutory (where applicable) and Advisory Committees, to each of the Members and Student Trustees; and
- (f) Call a Special Board Meeting on the request, in writing, of a majority of the Members.

2.6.5 The Director may delegate their authority in writing to staff of the HPEDSB to carry out duties and responsibilities as defined by these By-Laws.

2.7 Treasurer

2.7.1 The superintendent of business for the HPEDSB shall be the chief financial officer and the treasurer of the HPEDSB and perform all the duties described in the Act and as assigned by the Board through policy or by the Director (the "Superintendent of Business").

2.8 Signing Officers

2.8.1 The Signing Officers of the HPEDSB for official purposes shall be one of the Chair or the Vice-Chair and one of the Director or Designate.

2.8.2 For current accounts, digital signatures of the Signing Officers may be substituted for the actual signatures of the Signing Officers.

SECTION 3: INAUGURAL AND ORGANIZATIONAL MEETINGS

3.1 Scheduling of Inaugural Meeting

- 3.1.1 In an election year of the whole Board, the Inaugural Meeting will be held no later than seven days after the day on which the Term of Office of the Board commences. In each year thereafter, the Inaugural Meeting will be held on or after the anniversary of the date the term of office of the Board began.

3.2 Purpose of Inaugural Meeting

- 3.2.1 The purpose of the Inaugural Meeting will be:
- (a) In an election year, after the Director reads into the record the official returns from the designated election officer or officers, to make and subscribe the Declaration for Members, as outlined in Section 209(1) of the *Act*;
 - (b) In an election year, as outlined in Section 209 (3) to provide members with an option to take and subscribe the Oath or Affirmation of Allegiance;
 - (c) To receive nominations and conduct the election for the Chair and Vice-Chair of the Board;
 - (d) Subject to Section 3.2.1(c), to confirm the automatic appointment of the newly elected Chair as a member of the Governance and Policy Committee and its chair;
 - (e) Subject to Section 3.2.1(d), to receive nominations and conduct the election of a vice-chair of the Governance and Policy Committee and three (3) additional members for the Governance and Policy Committee; and
 - (f) To provide the newly elected Chair with an opportunity to deliver an inaugural address.

3.3 The Director as Presiding Officer

- 3.3.1 The Director will call the Inaugural Meeting to order and preside until the Chair of the Board is elected. In their absence, the Board shall designate the Presiding Officer, in accordance with the *Act*.

3.4 Election Process

- 3.4.1 The election process will be used to select a Member for each of the following positions of responsibility during the Inaugural and Organizational Meetings of the HPEDSB:
- (a) Chair and Vice-Chair of the Board (Inaugural Meeting);
 - (b) Three Members of the Governance and Policy Committee, subject to Sections 3.2.1(d) and 3.2.1(e) (Inaugural Meeting); and
 - (c) Chair and Vice-Chair of two remaining Board Standing Committees (Organizational Meeting).

SECTION 3: INAUGURAL AND ORGANIZATIONAL MEETINGS

3.4.2 The election process for the HPEDSB will be as follows:

- (a) Voting will be by secret ballot;
- (b) A ballot vote may be taken by paper, electronic means (including fax, email, text, survey software to permit voting on-line or telephone) provided the means ensures the Member only voted once and can indicate a Member's choice without revealing how the individual Member voted, except to the scrutineer;
- (c) Members participating in a meeting to elect candidates must be Present during the discussion leading up to any vote;
- (d) Proxy voting is not permitted;
- (e) The Director shall appoint scrutineers to conduct the election as necessary, but no fewer than two scrutineers shall be appointed;
- (f) The scrutineers will be responsible for distributing, collecting, counting and confirming voting results to the Presiding Officer, without disclosing the count, nor the order of the results;
- (g) The Presiding Officer will call for nominations from Members for positions of responsibility described in Section 3.4.1;
- (h) All nominations require a mover and a seconder;
- (i) Candidates may nominate themselves;
- (j) After each nominee is nominated, the Presiding Officer will ask nominees whether they accept the nomination;
- (k) Following a final call for nominations, the Presiding Officer will call for a motion to close nominations. The motion to close nominations requires a mover, a seconder and a Majority Vote;
- (l) Where only one nomination is received for a position described in Section 3.4.1, the Presiding Officer will declare that Member acclaimed to the position;
- (m) Where more than one nomination for any position is received and accepted, the election process will be conducted by secret ballot;
- (n) Following the motion to close nominations, the Presiding Officer will ask nominees who accepted the nomination to speak, in the order of nomination, for up to two minutes regarding their candidacy;
- (o) In the event a Member nominated for office is not Present, the nominator or nominators shall satisfy the Presiding Officer that the Member's consent to nomination has been obtained;
- (p) Nominees who have not already declared otherwise, may also decline a nomination at this time;
- (q) The scrutineers will distribute ballots to the Members present in the Board room, and collect the ballots when completed by the Members;

SECTION 3: INAUGURAL AND ORGANIZATIONAL MEETINGS

- (r) Members shall record one name of a valid candidate of their choice on the ballot
- (s) The scrutineers will withdraw from the meeting room to count the ballots or verify the votes if cast electronically, and will share the name of the successful candidate with the Presiding Officer, who shall announce the name of the successful candidate to the Members;
- (t) To be declared elected to any position, the winning candidate must receive a Majority Vote of ballots cast by Members;
- (u) If no Member receives a clear majority, a second ballot shall be held. The names of the candidates shall be announced in order of the number of votes cast, beginning with the highest;
- (v) Where a simple majority cannot be determined on the second ballot, and there are more than two candidates, the candidate with the least number of votes will be dropped from the ballot and voting will continue with the remaining candidates until a simple majority can be determined. The scrutineers will share the name only of the candidate with the least votes with the Presiding Officer who shall announce the name before a new vote continues;
- (w) In the case of multiple candidates and a two-way tie vote for last place, a drawing of lots will take place among the candidates who are tied after the Presiding Officer is advised of the names by the scrutineers and the Presiding Officer announces those names. The name drawn is an affirmative vote in favour of the candidate and the candidate whose name is drawn will result in the candidate remaining on the ballot for the next vote.
- (x) A Member who is participating remotely or is not Present and is a candidate who is part of a tie may appoint another Member or Board staff to draw lots on their behalf;
- (y) In the case of a three or four way tie, each name drawn will result in the candidate remaining on the ballot for the next vote;
- (z) In the case of a tie vote with only two candidates remaining on the final ballot, one additional vote will be conducted before the drawing of lots by the candidates, as outlined in the Act (or in the case of the candidate participating electronically or not Present, as drawn by an appointed Member or Board staff); and
- (aa) The Presiding Officer will announce the name of the newly elected Board Chair following the final ballot or drawing of lots.

SECTION 3: INAUGURAL AND ORGANIZATIONAL MEETINGS

- 3.4.3 Following the election result for Board Chair, the newly elected Chair will preside at the Inaugural Meeting. The Board Chair will conduct the elections for Vice-Chair of the Board and for members of the Governance and Policy Committee, in accordance with the HPEDSB election process.
- 3.4.4 The Board Chair will conduct the elections for the chair and vice-chair of Board Standing Committees during the Board's Organizational Meeting, in accordance with the HPEDSB election process.
- 3.4.5 In accordance with the *Education Act*, the Board Chair may cast a vote for all elected positions.
- 3.4.6 At the conclusion of the Inaugural and Organizational Meeting(s) the scrutineers will destroy all ballots.

3.5 Scheduling of Organizational Meeting

- 3.5.1 The Organizational Meeting will be held no later than seven days after the date of the Board's Inaugural Meeting, annually.

3.6 Purpose of Organizational Meeting

- 3.6.1 The purpose of the Organizational Meeting will be:
 - (a) To consider and approve the appointment of Members to Committees (defined in Section 1.6), Advisory Committees and Statutory Committees, as recommended by the Governance and By-Law Committee;
 - (b) To receive nominations and elect Members to the position(s) of chair and vice-chair of the Board's Standing Committees: Student Learning, Well-Being and Equity Committee, and Physical Planning, Finance and Building Committees;
 - (c) To consider and approve Statutory and Advisory Committees' memberships (where applicable); and
 - (d) To consider and approve the appointment of Members to represent the Board on External Organizations, including the Ontario Public School Boards' Association.
- 3.6.2 The election or appointment of a chair and/or vice-chair of Ad Hoc Trustee Committees, Statutory Committees, or other Advisory Committees will be as described in its Governance Directive or applicable legislation.

SECTION 4: COMMITTEE MEETING STRUCTURE AND COMPOSITION

SECTION 4: COMMITTEE MEETING STRUCTURE AND COMPOSITION

4.1 Establishment of Committees

- 4.1.1 The Board will consider and approve the Board's Committee Meeting schedule and composition on an annual basis, in accordance with Section 4.1.4 or at any other time, as required, subject to applicable legislation.
- 4.1.2 The Board may establish by resolution any committee it deems appropriate, including but not limited to Standing, Statutory, Ad Hoc Trustee Committees, or Advisory Committees, subject to applicable legislation.
- 4.1.3 The Board must approve terms of reference for all Committees (defined in Section 1.6), as well as Advisory Committees, which clearly outline the membership composition, including diversity of membership, where possible, reporting mechanisms and timelines, as well as renewal and dissolution provisions (where applicable).
- 4.1.4 Upon recommendation of the Governance and Policy Committee, the Board shall review annually, before the Inaugural Meeting, the terms of reference for all Committees and Advisory Committees and confirm, amend or repeal them. The advance notice and voting requirements applicable to the amendment of the By-Laws shall apply (Sections 1.4.2 and 1.4.3). If the recommendation is to confirm only a particular Committee, or Advisory Committee terms of reference advance notice and voting requirements do not apply.
- 4.1.5 The Board's Standing Committees, and the Committee of the Whole may recommend the striking of an Ad Hoc Trustee Committee or Advisory Committee to the Board for approval, subject to the provisions in Section 4.4.7.

4.2 Dissolution of Committees

- 4.2.1 The Board may dissolve any Committee (defined in Section 1.6), or Advisory Committee at the Inaugural or Organizational Meeting, or by resolution at any other time as required, subject to Section 4.1.3, and applicable legislation.

4.3 Role of Committees

- 4.3.1 Committees, including Advisory Committees (defined in Section 1.6), are not decision-making bodies and may only make recommendations to the Board for consideration and final approval. Recommendations will be provided in the form of a written report together with background information and rationale for the recommendation. A main motion to take a recommended action may be suggested by the Committee or Advisory Committee. A motion to adopt a Committee or Advisory Committee report is not in order unless that is the express intention of the Board.

SECTION 4: COMMITTEE MEETING STRUCTURE AND COMPOSITION

4.3.2 All Committees, including Advisory Committees, are required to produce Minutes, which will be included in the Board's Official Record.

4.3.3 Minutes or records of Statutory Committees will be kept in accordance with the legislation applicable to each committee, and will be included in the Board's Official Record.

4.4 Membership of Committees

4.4.1 Members may be elected or appointed to Committees, as well as Statutory and Advisory Committees, at the Inaugural or Organizational Meeting(s), as the case may be, or as may be appointed by the Board from time-to-time, or as vacancies arise.

4.4.2 Each November prior to the Inaugural Meeting, every Member shall provide to the Chair their written expression of interest to serve as Chair; Vice-Chair; member of a Standing Committee, Ad Hoc Committee, Advisory Committee, Statutory Committee (where applicable), and, in an election year, Ontario Public School Boards Association positions; and chair and vice-chair of the Standing Committees.

4.4.3 Each Trustee shall serve on at least one Standing Committee and one other of the following committees:

- (a) Accessibility Advisory Committee
- (b) Audit Committee
- (c) Equity and Inclusivity Advisory Committee
- (d) Indigenous Education Advisory Committee
- (e) Parent Involvement Committee
- (f) Special Education Advisory Committee
- (g) Supervised Alternative Learning Committee

4.4.4 All Trustees shall be members of the Student Discipline Committee and a minimum of three (3) Trustees shall serve on any hearing.

4.4.5 A Member whose term on a Committee, or Advisory Committee, has expired may be re-appointed to a subsequent term by the Board at the Inaugural/Organizational Meeting(s) each year.

4.4.6 Student Trustees may attend and participate in Committee Meetings in the same manner as Trustees(see 4.4.8) , subject to provisions contained in the *Act*.

4.4.7 The membership of an Ad Hoc Trustee Committee will be a) determined by the Board, or b) approved by the Board upon recommendation from a Standing Committee, Committee of the Whole, or Governance and Policy Committee.

SECTION 4: COMMITTEE MEETING STRUCTURE AND COMPOSITION

- 4.4.8 A Trustee who is not a member or an Ex-Officio Member of a Committee cannot move a motion, vote or be counted towards Quorum, but may attend the Meeting and speak to a motion under consideration by the Committee but only after all members of a Committee have spoken and time permits (see 5.23.2).
- 4.4.9 The Board may appoint Trustees to serve on other agencies, boards and commissions, including those external to the HPEDSB, at the Organizational Meeting, or as it deems necessary or when requested, if supported by the Board and consistent with legislation.
- 4.4.10 Except in a municipal election year, the Ontario Public School Boards' Association Board of Directors' representative and alternate shall be elected at the May Board meeting. In a municipal election year, the incumbent Ontario Public School Boards' Association representative and alternate shall continue in the role until elections at Organizational Meeting.

4.5 Committee of the Whole

- 4.5.1 Committee of the Whole will be composed of all Members with full participation and voting privileges, as outlined in the *Act*. Student Trustees may also attend and participate, in accordance with legislation.
- 4.5.2 Quorum to hold a Committee of the Whole Meeting will be the presence of a simple majority of the Members as defined in Section 1.6.
- 4.5.3 The Board may convene a Committee of the Whole Meeting (Public or Private Session) to consider matters which require more informal and detailed discussion by all Members and Student Trustees:
- (a) at any time, in accordance with the notice provisions in Section 5.16;
 - (b) at any time during a regularly scheduled Board Meeting or a Special Meeting, upon a Majority Vote by the Members; or
 - (c) in accordance with the Governance Directive, Delegations.
- 4.5.4 The Chair of the Board is the Chair for Committee of the Whole, The Presiding Officer for Committee of the Whole Meetings (Public and Private Sessions) will be the Board Vice-Chair.

4.6 Standing Committees

- 4.6.1 In accordance with Sections 4.1 - 4.4 inclusive, the Board may establish Standing Committees to consider matters related to education, finance, policy, and property as cited in the *Act*.

SECTION 4: COMMITTEE MEETING STRUCTURE AND COMPOSITION

- 4.6.2 The Board's Standing Committees are as follows:
- (a) Physical Planning, Finance and Building Committee;
 - (b) Governance and Policy; and
 - (c) Student Learning, Well-Being and Equity Committee.
- 4.6.3 Each Member will be appointed to at least one (1) Standing Committee, subject to the provisions in Section 4.6.4.
- 4.6.4 The Chair of the Board will be an Ex-Officio Member of each Standing Committee of which they are not a permanent member (as described in Section 4.6.3).
- 4.6.5 Governance and Policy Committee membership will include the Board Chair who shall serve as its Committee Chair.
- 4.6.6 Four (4) additional Trustees will also be elected to serve on the Governance and Policy Committee at the Inaugural Meeting, in accordance with the Board's election process, outlined in Section 3.4. During the term of the Board, best efforts will be made to have every Trustee serve on this committee at least once.
- 4.6.7 The terms of reference for the Board's Standing Committees are outlined in the Board's Governance Directives.

4.7 Statutory Committees

- 4.7.1 Statutory Committees are governed by applicable legislation. General information about the Board's *Statutory Committees* can be found in the Board's *Governance Directives*.
- 4.7.2 The Board will establish the following Statutory Committees, as prescribed by the *Act*:
- (a) Audit Committee (Ontario Regulation 361/10);
 - (b) Parent Involvement Committee (Ontario Regulation 612/00);
 - (c) Special Education Advisory Committee (Ontario Regulation 464/97);
 - (d) Supervised Alternative Learning Committees (Ontario Regulation 374/10); and
 - (e) Board Student Discipline Committee (*Education Act*, s.309 (12), and s.311.3 (9)).

4.8 Ad Hoc Trustee Committees

- 4.8.1 In accordance with Sections 4.1 - 4.4 inclusive, the Board may establish an Ad Hoc Trustee Committee to undertake a specific task regarding any matter within the Board's jurisdiction under the *Act* that requires in-depth study on a specific issue.
- 4.8.2 The Board, when establishing an Ad Hoc Trustee Committee, will approve the terms of reference, membership composition, reporting mechanisms and timelines, as well as renewal and dissolution provisions (where applicable).

SECTION 4: COMMITTEE MEETING STRUCTURE AND COMPOSITION

- 4.8.3 The Ad Hoc Trustee Committee will make recommendations regarding its responsibilities to the Board, or through a Standing Committee to the Board, for approval.
- 4.8.4 The term of an Ad Hoc Trustee Committee will expire upon completion of its mandate, via Board motion or when a new committee is constituted at the Organizational Meeting each year, unless otherwise decided by the Board.

4.9 Advisory Committees

- 4.9.1 The Board may establish Advisory Committees to provide community advice on specified areas of HPEDSB policy, as well as on educational issues of community interest.
- 4.9.2 In accordance with Sections 4.1 - 4.4 inclusive, the establishment of an Advisory Committee will be approved by the Board and will prescribe the terms of reference, membership, composition, reporting mechanisms, as well as renewal and dissolution provisions (where applicable).
- 4.9.3 Trustees may be requested to join a System Advisory Committee established through the Director of Education.
- 4.9.4 The current System Advisory Committees are: Indigenous Education Council; Equity and Inclusivity; Student Voice and Accessibility Advisory Committee. The Board of Trustees does not establish membership of the System Advisory Committees.

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

Board and Committee Meeting Rules

5.1 Scheduling a Meeting

- 5.1.1 A Meeting of a Quorum of Members whether held electronically or in person to materially advance the business of the HPEDSB is prohibited, unless a proper notice and Agenda are given and published in accordance with these By-Laws. Meetings can never be held by email, text or other written medium.
- 5.1.2 The Annual Schedule of Meetings will be prepared by the Governance and Policy Committee in consultation with the Director and the Committee Chairs or Vice-Chairs (in the Chair's absence) and approved by the Board no later than the June Board Meeting.
- 5.1.3 Subject to Section 5.1.4, Regular Board Meetings (Open Session) will generally be held on the fourth Monday of the month, at the head office (Section 1.2.2) or as otherwise determined by the Board beginning at 6:00 p.m., (except July and August), and except in June, when it will be held on the third Monday at 6:00 p.m. (to permit Trustee attendance at school graduations), unless otherwise indicated in the Board's Annual Schedule of Meetings, or approved by a Two-Thirds Vote of the Board .
- 5.1.4 If the fourth Monday of the month is a HPEDSB recognized statutory holiday, the Regular Board Meeting (Open Session) will be held on the next following Tuesday at 6:00 p.m. that is not a statutory holiday.
- 5.1.5 Subject to Section 5.1.3, Committee Meetings (Open Session) (except Ad Hoc Committees) will be held at a time when Board Meetings are not being held and as described in the Annual Schedule of Meetings, unless otherwise called by the Committee Chair in consultation with the Chair of the Board and the Director or Designate.
- 5.1.6 Special Meetings of the Board and its Committees may be scheduled from time-to-time, in accordance with Section 5.7 of these By-Laws.
- 5.1.7 Ad Hoc Trustee Committees and Advisory Committees will meet when required and at the call of the respective Committee Chair, in consultation with the Chair of the Board, the Director or designate and/or the Supervisory Officer assigned to support the committee.

5.2 Cancelling a Meeting

- 5.2.1 The Chair (or Vice-Chair in the Chair's absence) may cancel a Board or Committee Meeting in consultation with the Director or designate when there is:
- (a) insufficient business to be conducted;
 - (b) lack of Quorum;
 - (c) an unforeseen event; or
 - (d) if all the schools of the HPEDSB are closed in accordance with of Regulation 463/97.

5.3 Open (Public) Sessions

- 5.3.1 Unless all schools of the HPEDSB are closed pursuant the *Act*, in particular -Regulation 463/97, members of the public are welcome to physically attend, as observers, any public Board or Committee Meetings, as well as Advisory and Statutory Committee meetings, as permitted in law and the Governance Directives (terms of reference).
- 5.3.2 The Board or Committee will pass a motion in order to convene into Closed (Private) Session (section 5.4).
- 5.3.3 No person will be excluded from a Meeting that is open to the public, except for: a) improper conduct in accordance with section 207(3) of the *Act*; b) as required pursuant to a sanction under the Code of Conduct; or c) as otherwise required by law.
- 5.3.4 No person will engage in conduct that is negative, critical, or derogatory towards any other person, or engage in any behaviour that is disruptive to the Meeting. Where a member of the public, a Trustee or a Student Trustee engages in such conduct, the Chair may advise the person to cease such behaviour, or the person may be required to leave the Meeting.
- 5.3.5 Recommendations made in any Board or Committee Meeting in Closed (Private) Session will not come into effect until approved at a Board Meeting (Open Session).

5.4 Closed (Private) Sessions

- 5.4.1 The Board will ensure the security and confidentiality of proceedings held during Closed (Private) Sessions, including when using electronic participation, in accordance with the *Act*.

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

- 5.4.2 At the appropriate time during a Board or Committee Meeting, a Member may move a motion to convene a portion of the meeting in Closed (Private) Session. The matter under consideration must be consistent with sections 207(2), 207(2.1), or 218.3(10) of the Act which permits Closed (Private) Sessions when the subject-matter involves:
- (a) The security or property of the HPEDSB;
 - (b) The disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees, or a member of a Statutory or Advisory Committee, a current or prospective employee, a student, parent or guardian of the student
 - (c) Acquisition or disposal of a school site;
 - (d) Decisions in respect of negotiations with employees of the HPEDSB;
 - (e) Litigation affecting the HPEDSB; or
 - (f) An ongoing investigation under the Ombudsman Act respecting the HPEDSB; or
 - (g) As necessary to comply with the *Youth Criminal Justice Act* or the *Municipal Freedom of Information Act*, including solicitor and client privilege.
- 5.4.3 Any recommendations considered by the Members in a Closed (Private) Session, will be reported to the Board in an Open (Public) Session. A motion to Rise and Report will include the recommendations or, in some cases, a brief description of the nature of the recommendation(s) to be reported in Public Session. Discussion, opinions, and reports which are not specified in the Motion to Rise and Report will remain confidential.
- 5.4.4 The motion to Rise and Report will usually take place at a Public Board Meeting held on the same date as a Committee of the Whole Meeting in Closed (Private) Session. In exceptional circumstances, the motion to Rise and Report may occur at a Board Meeting held on a later date, pending the conclusion of a matter of business or other legal considerations.
- 5.4.5 The Director or Designate will maintain a complete set of Minutes during Closed (Private) Session(s), including recorded votes and declarations for the Board's Conflict of Interest Registry, where applicable.
- 5.4.6 Minutes and reports from all Closed (Private) Sessions will be included in the Board's Official Record and remain confidential.

5.5 Attendees at a Closed (Private) Session

- 5.5.1 Members of the public will be required to leave the meeting room before a Closed (Private) Session commences.
- 5.5.2 A Trustee or Student Trustee who declares a conflict of interest must withdraw from the Closed (Private) Session and leave the meeting room or otherwise disconnect from electronic participation for the entire discussion of the matter about which they have declared a conflict.

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

- 5.5.3 Sessions closed to the public may have individuals in attendance other than Trustees (e.g., HPEDSB senior staff as determined by the Director or Designate, or Delegates who have permission from the Presiding Officer and the Director or Designate to speak on a matter as described under Section 5.3.5 of these By-Laws) in accordance with the *Act*.
- 5.5.4 Student Trustees may attend Closed (Private) Sessions, except when discussion of a matter gives rise to conflict of interest (declared by the Student Trustee) or when matters under consideration include the disclosure of intimate, personal or financial information with respect to a Member, a committee member, an employee or prospective employee of the Board, a student or their parent or guardian.
- 5.5.5 The Director or Designate will be Present in all Closed (Private) Sessions, except when the topic is the recruitment, hiring, termination or performance review of the Director. In the absence of the Director or Designate or the Official Recording Secretary during a Closed (Private) Session, the Presiding Officer shall appoint any Member or other staff person to act as Secretary for that Meeting, in accordance with the *Act*.

5.6 Confidential Information

- 5.6.1 Matters discussed in Private Session must not be communicated to any person not Present at the Private Session, except to a HPEDSB Trustee or Student Trustee who otherwise would have been permitted to attend the Private Session, unless required by law or as necessary to seek legal advice. Deliberations may never be disclosed, even when the motion is made public.
- 5.6.2 Trustees and Student Trustees are required to maintain strict confidentiality around any issue that is dealt with in Closed (Private) Sessions even after they no longer hold the office, and are bound by the confidentiality and protection of privacy provisions under the *Act* and the *Municipal Freedom of Information and Protection of Privacy Act*.

5.7 Special Board and Committee Meetings

- 5.7.1 The Board may hold Special Meetings of the Board (as defined in Section 1.6) if called by the:
- (a) Board Chair (or Vice-Chair in the Chair's absence), in consultation with the Director or Designate; or
 - (b) Director or Designate, at the written request of a majority of the Members of the Board.

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

- 5.7.2 Committee of the Whole and Committees may hold Special Meetings from time to time if called:
- (a) By the Committee Chair (or Committee Vice-Chair in their absence), in consultation with the Board Chair and the Director or Designate; or
 - (b) By the Director at the written request of a majority of the Members of the Board.

5.8 Notice of Special Meeting and Agenda

- 5.8.1 The Director or Designate will notify all Members and Student Trustees, as applicable, in writing (or via e-mail communication) of a Special Meeting at least forty-eight (48) hours in advance of the Meeting, except if agenda item requires action sooner, and will include the Agenda for the Meeting with the notice.
- 5.8.2 Notice of a Special Meeting and the Agenda will be published on the HPEDSB's public website.
- 5.8.3 The Agenda for a Special Meeting will include only the time-sensitive or Emergency Business item(s) for which it was called, including a brief statement of the item(s) to be considered at the Meeting, including related materials when available, and indicating whether any part of the Meeting should be held in Public or in Private Session.
- 5.8.4 A matter that is not included on the Special Meeting Agenda cannot be considered, unless it also qualifies as time sensitive or Emergency Business and a Two-Thirds Vote of the Members Present and voting at the Meeting wish to consider the matter.
- 5.8.5 If such a matter is added to the Agenda of a Special Meeting, in order for any action taken to become legal, any motion(s) must be ratified by the Board at the next regularly scheduled Board Meeting or, in extreme circumstances, at another Special Meeting of the Board, properly called for that purpose, in accordance with the notice provisions in the HPEDSB By-Laws.

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5.9 Board and Committee Meeting Minutes

- 5.9.1 The Director or Designate will maintain a complete set of Minutes (Open and Closed Session) for all Board Meetings, including Special Meetings of the Board, which includes the following information:
- (a) Trustee attendance, including specific notations when a Member enters a Meeting while in progress or permanently withdraws from a Meeting prior to adjournment;
 - (b) Amendments to the Agenda (if any), in accordance with Section 5.20.1;
 - (c) A brief summary of the discussion/rationale regarding Agenda Items (including oral and written reports) but will not be a verbatim transcript of the Meeting;
 - (d) Motions and related amendments;
 - (e) Recorded Votes; where applicable; and
 - (f) Declarations for inclusion in the Conflict of Interest Registry, (where applicable).
- 5.9.2 The Director or Designate will maintain a complete set of Minutes (Open and Closed Session) for all Committees, including Advisory Committees. Minutes or records of Statutory Committee meetings will be kept in accordance with the legislation applicable to each committee. The following information will be included:
- (a) Trustee Attendance;
 - (b) Attendance of other members of Statutory and Advisory Committees, where applicable;
 - (c) Amendments to the Agenda (if any);
 - (d) A brief summary of the discussion/rationale regarding Agenda Items but will not be a verbatim transcript of the Meeting;
 - (e) Motions and related amendments, where applicable, for the Board's consideration; and
 - (f) Declarations for inclusion in the Conflict of Interest Registry, (where applicable).
- 5.9.3 At each Board Meeting the Director or Designate will present:
- (a) Minutes of Board Meetings (including Special Meetings of the Board), for the Board's approval;
 - (b) Committee, Statutory (as applicable) or Advisory Committee Minutes for information only; and
 - (c) Where applicable, Committee, Statutory or Advisory Committee recommendations for the Board's consideration.

5.10 Board Meeting Attendance and Vacancies

- 5.10.1 All members of the Board will be physically present in the meeting room of the Board at every regular meeting of the Board and every regular meeting of a Committee of the Whole Board in accordance with the Act.

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- 5.10.2 A Trustee who will be absent from a regular Board Meeting should provide notification of their absence and the reason for non-attendance to the Chair of the Board and Director of Education as soon as reasonably practical in the circumstances.
- 5.10.3 In accordance with s. 228(1)(b) of the Education Act, when a Trustee is absent from a regular Board Meeting, the Board of Trustees shall pass a motion authorizing or not the Trustee's absence and the motion shall be recorded in the minutes of the meeting. This motion will be brought forward at the meeting that the Trustee was absent from or at the next regular Board Meeting, if extenuating circumstances.
- 5.10.4 It is the responsibility for each individual Trustee to consider their attendance in alignment with the potential implications for vacating a seat and as outlined in legislation and the By-Laws.
- 5.10.5 A member of the Board may participate in a regular meeting of the Board and regular meeting of a Committee of the Whole Board by electronic means instead of being physically present if the member:
- (a) submits a request in writing and the reasons for the request to the Chair of the Board before the meeting begins; and
 - (b) receives written approval from the Chair or designate before the meeting begins.
- 5.10.6 If the member making the request is the Chair of the Board, the Chair shall submit the request and reasons to the Vice-chair of the Board, or if there is no Vice-chair, to another member of the Board.
- 5.10.7 The Chair, Vice-chair, or other member, as applicable may approve a request if they are satisfied that one or more of the following circumstances exist:
- (a) The member's primary place of residence within the area of jurisdiction of the Board is located 125 kilometres or more from the meeting location.
 - (b) Weather conditions do not allow the member to travel to the meeting location safely.
 - (c) The member cannot be physically present at a meeting due to health-related issues.
 - (d) The member has a disability that makes it challenging to be physically present at a meeting.
 - (e) The member cannot be physically present due to family responsibilities in respect of,
 - (i) the member's spouse,
 - (ii) a parent, stepparent or foster parent of the member or the member's spouse,
 - (iii) a child, stepchild, foster child, or child who is under legal guardianship of the member or the member's spouse,

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- (iv) a relative of the member who is dependent on the member for care or assistance, or
 - (v) a person who is dependent on the member for care or assistance and who considers the member to be like a family member.
- 5.10.8 A trustee who is approved to attend electronically will be considered as present and will be noted in the minutes as attending electronically with a (v).
- 5.10.9 The Chair shall not approve a request if approving the request would result in fewer than one member of the Board, in addition to the Chair of the Board or their designate being physically present in the meeting room.
- 5.10.10 The Vice-chair or other member of the Board shall not approve a request unless the Chair's designate will be physically present in the meeting room.
- 5.10.11 Trustees are not required to attend in person for a period of time, if all schools of the Board are closed pursuant to an order made by:
 - (a) the Minister under section 5(1) of the Act,
 - (b) a Medical Officer of Health or the Chief Medical Officer of Health under section 22 or 77.1 of the Health Protection and Promotion Act,
 - (c) the Lieutenant Governor in Council under paragraph 5 of subsection 7.0.2(4) of the Emergency Management and Civil Protection Act; or
 - (d) the Lieutenant Governor in Council under clause 4 (1)a of the Reopening Ontario (A Flexible Response to COVID-19) Act, 2020.
- 5.10.12 The period referred to in 5.10.9 is determined as follows:
 - (a) If an order is made before September 1, 2025 and continues to apply on that date, the period starts on September 1, 2025 and ends 60 days after the order ceases to apply.
 - (b) If an order is made after September 1, 2025 the period starts on the day the order is made and ends 60 days after the order ceases to apply.
- 5.10.13 When a seat becomes vacant under the terms of section 228 of the Act, the provisions of the Act will apply with respect to filing such vacancy.

5.11 Committee Meeting Attendance and Vacancies

- 5.11.1 At a Committee, with the exception of Committee of the Whole, a Trustee loses their Committee membership if they are absent, without authorization of the Committee, from three (3) consecutive regular Committee Meetings unless schools are closed as described in Section 5.10.14.
- 5.11.2 A Committee vacancy will be reported to the Board in the next Committee report.

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- 5.11.3 The Board will appoint a Member, where possible, to fill a Committee vacancy that occurs for any reason.

5.12 Electronic Participation

- 5.12.1 Except as provided below, HPEDSB will provide an opportunity to Members and Student Trustees when requested by any one of them, and approved, to participate electronically in any Board and Committee Meetings in accordance with the provisions of the *Act* and, in particular, Ontario Regulation 463/97 – Electronic Meetings. The electronic means shall be provided in such a way that the rules governing conflict of interest of Members and Student Trustees are complied with. The request to participate electronically and the approval must meet the requirements outlined in section 5.10 and in accordance to Reg. 463/97. The electronic means permitted shall permit the Member or Student Trustee to hear and be heard by all other participants in the meeting.
- 5.12.2 A Member, Student Trustee or Committee member approved to participate electronically shall have all the rights permitted to them as if participating in a meeting in person.
- 5.12.3 The Board may refuse to provide a Member or Student Trustee with electronic means of participation in Meetings, where to do so is necessary to ensure:
- (a) the security and confidentiality of proceedings that are closed to the public and/or Student Trustees, or
 - (b) compliance with section 5.10; or
 - (c) compliance with the rules governing conflict of interest of Members and Student Trustees.
- 5.12.4 The Board will ensure the security and confidentiality of electronic participation in proceedings held during Closed Session, including that members of the public do not participate in any proceedings that are closed to the public and that Student Trustees do not participate in proceedings that are closed to the public under clause 2017 (2) (b) of the *Act*. The Member or Student Trustee participating by electronic means shall be in a private and/or secure location.
- 5.12.5 Members and Student Trustees attending the Meeting electronically must advise the Presiding Officer when joining a Meeting to be deemed present at a Meeting and must have their cameras on for the duration of the meeting.
- 5.12.6 Members and Student Trustees who leave a Meeting, whether temporarily or permanently, before the Meeting is declared adjourned by the Presiding Officer will advise the Presiding Officer and the Official Recording Secretary.

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- 5.12.7 Subject to Section 5.10, and in accordance with Regulation 463/97, at every Board Meeting (including Special Meetings of the Board) or Committee of the Whole Meeting, the following persons must be physically present in the meeting room of the HPEDSB unless all schools of the HPEDSB are closed, as described in of Regulation 463/97;
- (a) the Chair or designate;
 - (b) at least one additional Member of the Board; and
 - (c) the Director of Education or Designate.
- 5.12.8 Subject to Section 5.10, and in accordance with Regulation 463/97, at every Committee Meeting, except Committee of the Whole Meetings, the following persons must be physically present in the meeting room of the HPEDSB unless all schools of the HPEDSB are closed, as described in Regulation 463/97:
- (a) the Committee Chair or designate;
 - (b) one additional member of the Committee must be present; and
 - (c) the Director of Education or Designate.
- 5.12.9 All Members or Student Trustees participating via electronic means who are not speaking must use the mute function on their device. Members and Student Trustees will make every effort to avoid disrupting a meeting by turning personal and electronic devices to a non-audible function, reducing all background noise and refraining from private conversations.
- 5.12.10 HPEDSB shall provide members of the public with electronic means as described on its public-facing website for participating in meetings of the Board and Committees that are open to the public. When a Delegate is participating in a Standing Committee or Committee of the Whole Meeting, the electronic means must permit members of the public to hear and be heard by all other participants in the meetings.

5.13 Presiding Officer

- 5.13.1 The Chair (or Vice-Chair in their absence) or Committee Chair (except for Committee of the Whole Meetings as the Vice-Chair the Presiding Officer for those meetings (see 4.5.4 (or Committee Vice-Chair) will act as the Presiding Officer at a Meeting of the Board or Committee, as the case may be.
- 5.13.2 In the absence of a Presiding Officer, as prescribed in Section 5.13.1, the Board or Committee will elect another Member to preside in the interim.
- 5.13.3 No Member of the Board or a Committee will preside at a Meeting during the consideration of a motion when that Member has declared a conflict of interest.

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- 5.13.4 A Presiding Officer pursuant to the *Act* (s.207 (3)) may expel or exclude from any meeting of the Board, Committee, or Advisory Committee any person (including a Member or Student Trustee) who has been guilty of improper conduct at the meeting. In the case where the person is participating electronically, the electronic means will be disconnected.

5.14 Quorum

- 5.14.1 There must be a Quorum throughout every Board and Committee Meeting in order for the Board to conduct business. Members who cannot attend Board and Committee Meetings shall advise the Director or Designate as early as possible if the Member is unable attend such meetings. If the non-attendance will cause the Board or Committee to not have Quorum at a Meeting, then the Director or Designate will notify the Chair and all Members and Student Trustees that the Meeting is cancelled.
- 5.14.2 Where a Member is participating electronically, through approval described in section 5.10, their attendance will be included for Quorum as long as they remain Present and electronically connected to the Meeting.
- 5.14.3 If a Quorum is Present, a Meeting will commence within thirty (30) minutes of the Meeting start time as shown in the Agenda.
- 5.14.4 If a Quorum is not Present within thirty (30) minutes after the start time shown in the Meeting Agenda, the names of the Members Present will be recorded, and the Meeting will be cancelled.
- 5.14.5 At a Board or Committee Meeting, if a Quorum is lost during the course of the Meeting, the Meeting will stand in recess. If Quorum cannot be re-established within fifteen (15) minutes of the recess due to a loss of Quorum, the Meeting will stand adjourned.
- 5.14.6 An Ex-Officio Member will be counted towards Quorum at a Committee Meeting.

5.15 Land Affirmation

- 5.15.1 All Board and Committee Meetings will include an affirmation of the Traditional Territories/Ancstral Lands of Aboriginal peoples recited by the Presiding Officer or a Trustee at Board Meetings or member of a Committee at Committee Meetings.

5.16 Board and Committee Meeting Agendas and Notice Requirements

- 5.16.1 The Agenda(s) for a Board Meeting, Special Meeting of the Board, Special Meeting of the Committee of the Whole, and a Committee of the Whole Meeting (Public or Private Session) will be determined by the Board Chair in consultation with the Director or Designate and the Governance and Policy Committee.

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- 5.16.2 The Agenda for a Standing Committee Meeting (Public or Private Session) will be determined in accordance with Section 5.18.2, by the Standing Committee Chair, in consultation with the Board Chair and the Supervisory Officer assigned to support the Committee's work.
- 5.16.3 The Agenda for Ad Hoc Trustee Committee Meetings (defined in Section 1.6), including Public or Private Session, will be determined by the Committee Chair, in conjunction with the Supervisory Officer (or designate) assigned to support the Committee's work.
- 5.16.4 The Director or Designate will provide by electronic mail or delivered to their home, Members and Student Trustees with notice of all Board and Committee Meetings (excluding Special Meetings (See S.5.8)), including the Agenda and related materials, 96 hours prior to the Meeting. Statutory holidays will not affect this requirement. All notices, information and materials delivered to the electronic mail address of Members and Student Trustees shall be deemed to have been received once sent.
- 5.16.5 The electronic mail address described in Sections 5.8.1 and 5.16.4 is deemed to be the official HPEDSB electronic mail address provided to the Member or Student Trustee for the sole purpose of fulfilling their duties under the Act.
- 5.16.6 Any official Board materials/information delivered to a Member's or Student Trustee's home shall be deemed to have been received when delivered to the address on the Member's Official Nomination Paper (until such time as a Member notifies the Secretary to the Board in writing of a new official home address). Student Trustees will provide the Director or Designate with an official home address upon their appointment to the position and will notify the Director or Designate, in writing, of any changes to their official home address.
- 5.16.7 Notice of Board and Committee Meetings and Agendas will be published on the HPEDSB's public website in accordance with the timelines prescribed in Section 5.16.4.

5.17 Regular Board Meeting – Order of Business

- 5.17.1 Matters will generally be considered in the order shown in the Agenda. The final Agenda will be approved at the meeting by a Majority Vote, subject to the provisions in Section 5.20.1.
- 5.17.2 At a regular Board meeting, the following is the typical Order of Business:
- (a) Call to Order
 - (b) Motion to Convene into Committee of the Whole (Closed Session) if applicable
 - (c) Land Affirmation
 - (d) Roll Call
 - (e) Approval of the Agenda

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- (f) Declarations of conflict of interest
- (g) Consent Agenda (Matters to be Decided Without Discussion, including approval of Minutes from Previous Board and Special Board Meeting(s); receipt for information only of any committee minutes and new reports; any Committee recommendations, etc.)
- (h) Rise and Report from Committee of the Whole (Closed Session) if applicable
- (i) Reports from Trustees appointed to External Organizations, including OPSBA
- (j) Committee reports and consideration of any recommended motions (if not contained in Consent Agenda)
- (k) Statutory Committee reports and motion to refer any recommendations to appropriate Board Committee for consideration and recommendation to the Board
- (l) Advisory Committee reports
- (m) Ad Hoc Trustee Committee reports
- (n) Chair's report
- (o) Director's report and consideration of any recommended motions
- (p) Any HPEDSB staff reports and consideration of any recommended motions
- (q) Calendar of Events
- (r) Correspondence
- (s) Unfinished business (means business that comes over from a previous regular Board Meeting as a result of that meeting having adjourned without completing its order of business and without scheduling an adjourned meeting to complete it)
- (t) Trustee Motions for Consideration (Introduced at a Previous Meeting)
- (u) Trustee Notices of Motion (Discussion for Next Meeting)
- (v) Adjournment

5.18 Regular Standing Committee Meeting - Order of Business

5.18.1 Matters will generally be considered in the order shown in the Agenda. The final Agenda will be approved at the meeting by a Majority Vote, subject to the provisions in Section 5.20.1.

5.18.2 At a regular Standing Committee Meeting, the following is the typical Order of Business:

- (a) Call to Order
- (b) Land Affirmation
- (c) Roll Call
- (d) Approval of the Agenda
- (e) Declarations of conflict of interest
- (f) Approval of Minutes from Previous Meeting
- (g) Delegations
- (h) Staff reports
- (i) Trustee Motions for Consideration (Introduced at a Previous Meeting)

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- (j) Trustee Notices of Motion (Discussion for Next Meeting)
- (k) Adjournment

5.19 Regular Committee of the Whole Closed (Private) Session – Order of Business

- 5.19.1 Matters will generally be considered in the order shown in the Agenda. The final Agenda will be approved at the meeting by a Majority Vote, subject to the provisions in Section 5.20.1.
- 5.19.2 At a regular Committee of the Whole Closed (Private) Session Meeting, the following is the typical Order of Business:
 - (a) Call to Order
 - (b) Land Affirmation
 - (c) Roll Call
 - (d) Approval of the Agenda
 - (e) Declarations of conflict of interest
 - (f) Consent Agenda (Matters to be Decided Without Discussion, including approval of Minutes from Previous Committee of the Whole Closed (Private) and Special Committee of the Whole Closed (Private) Meeting(s); receipt for information only of any closed (private) committee minutes)
 - (g) Delegations
 - (h) Committee reports from Committee Closed (Private) Session and consideration of any recommended motions
 - (i) Staff reports
 - (j) Trustee Motions for Consideration (Introduced at a Previous Meeting)
 - (k) Trustee Notices of Motion (Discussion for Next Meeting)
 - (l) Motion to rise and report to Board of Trustees in a Public Board or Special Meeting
 - (m) Adjournment

5.20 Agenda Amendments at Board and Committee Meetings

- 5.20.1 Agendas for a Board or Committee Meeting may not be amended at the Meeting, or after the notice of the Meeting and Agenda has been circulated to Members, unless the item qualifies as time sensitive or Emergency Business (defined in section 1.6) and the amendment to the Agenda is confirmed by a Two-Thirds Vote. This does not preclude a motion to amend the Order of Business on the Agenda, which requires a Majority Vote.
- 5.20.2 Agendas for a Board or Committee Meeting scheduled to be held in Closed (Private) Session may be amended to remove an Agenda item by a Majority Vote when a Member is of the opinion the item does not qualify to be discussed in Closed (Private) Session in accordance with Section 5.4.2.

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5.21 Consent Agenda (Board Meeting Only)

- 5.21.1 The Consent Agenda consists of routine agenda items and may include items that were discussed and voted on previously at a Committee and are presented to the Board for approval and minutes of previous Board Meetings and Special Board Meetings. Routine agenda items may be presented together and adopted at once by the Members without further debate.
- 5.21.2 The Consent Agenda will be prepared for Board Meetings as part of Agenda development (see 5.16).
- 5.21.3 If a Member or Student Trustee requests a separate discussion on an action item or motion proposed in the Consent Agenda at the time of the Board Meeting, the matter will be removed from the Consent Agenda. Minutes of Committee Meetings shall not be removed from a Consent Agenda because they are being received for information only.

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5.22 Debate

- 5.22.1 The Presiding Officer will maintain a list of Members and Student Trustees who wish to speak to a motion and will control who speaks and when, in accordance with these By-Laws and Rules of Order.
- 5.22.2 The Presiding Officer will recognize a Member or Student Trustee to speak by referring to them as Trustee [last name] or Student Trustee [last name] and indicating that the Member or Student Trustee has the floor. A Member or Student Trustee may not speak to a motion until recognized by the Presiding Officer.
- 5.22.3 Members, Student Trustees and any other participants in a Meeting will address their comments through the Presiding Officer.
- 5.22.4 Members and Student Trustees will confine their comments to the merits of the motion being considered.
- 5.22.5 The Presiding Officer may rule a question out of order if a Member or Student Trustee has already asked substantially the same question in another form.
- 5.22.6 The Presiding Officer is entitled to move or second a motion, but only once they have relinquished or passed the role of Presiding Officer to another Member. Should the Presiding Officer move a motion, having relinquished their role as Presiding Officer, they may not preside over the Meeting again until the motion has been dealt with.
- 5.22.7 At any time before a motion is put to a vote, a Member or Student Trustee may request that the motion be read aloud.

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- 5.22.8 Once the Presiding Officer calls for the vote on the motion, there shall be no further discussion.

5.23 Speaking Time

- 5.23.1 At Board Meetings, a Member or Student Trustee may speak twice to each motion for up to two(2) minutes each time. No Member or Student Trustee make speak the second time until all Members or Student Trustees who wish to speak on the motion have done so. A Member or Student Trustee may speak longer than two (2) minutes only upon a Majority Vote permitting it. The mover of the motion has the option to speak first and last to it.
- 5.23.2 At Committee Meetings, a member of the Committee may speak an unlimited number of times to each motion for up to five (5) minutes each time. The mover of the motion has the option to speak first and last to it. Members and Student Trustees who are not members of the Committee may only speak after all members of the Committee have spoken and only if time permits.

5.24 Ending Debate

- 5.24.1 At Board Meetings, a Member may request (or a Student Trustee may suggest) that debate be concluded by making a motion to Call the Previous Question. This is in order only after the Presiding Officer has confirmed that all Members and Student Trustees wishing to speak to the motion have had an opportunity to do so in accordance with 5.23.
- 5.24.2 No Member or Student Trustee will speak on a motion to Call the Previous Question.
- 5.24.3 A motion to Call the Previous Question will be decided by a Two-Thirds Vote.
- 5.24.4 If a motion to Call the Previous Question is supported by a Two-Thirds Vote, no further debate can take place and the Presiding Officer will immediately put the pending motion to a vote.
- 5.24.5 At Committee of the Whole and Standing Committee Meetings, a Member may request (or a Student Trustee may suggest) that debate be concluded by making a motion to Call the Previous Question, but only after all Members of the Committee and Student Trustees who are entitled to speak have had an opportunity to speak once.

5.25 Voting

- 5.25.1 A Member who is Present at a Meeting is entitled to vote once on each motion under consideration, unless disqualified from voting.

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- 5.25.2 A Student Trustee who is Present at a Meeting is entitled to cast a non-binding vote once on each motion under consideration, unless disqualified from voting due to a conflict of interest.
- 5.25.3 Trustees who are not members of a Committee are not entitled to vote. Student Trustees who are not members of a Committee are not entitled to suggest a motion. Only Committee Members and Ex-Officio Members may vote at Committee Meetings.
- 5.25.4 If the motion contains related parts, a Member may move a motion to divide the motion, and if passed, a vote on a part or parts is done separately.
- 5.25.5 When a motion is put to a vote, the Presiding Officer will first call votes in favour of, votes against and, finally, any abstentions.
- 5.25.6 After a vote is taken, the Presiding Officer will declare whether the motion was carried or defeated.
- 5.25.7 A tie vote means the motion is defeated, except on a motion as to whether a ruling of the Presiding Officer is to be sustained.
- 5.25.8 Except where otherwise provided in this By-Law or Robert's Rules of Order, the basic requirement for approval of an action is a Majority Vote.

5.26 Recorded Votes

- 5.26.1 At a Board Meeting, any Member or Student Trustee may request a recorded vote prior to the vote on a motion taking place. The Official Recording Secretary will record the binding vote of each Member and the non-binding vote of each Student Trustee(s) in the Minutes for inclusion in the Official Record. Recorded votes will not be taken at Committee Meetings.

5.27 Motions

- 5.27.1 A matter to be considered by the Members at a Meeting will be in the form of a motion directly related to an item on the Agenda and will require a mover and seconder.
- 5.27.2 Any Member (including an Ex-Officio Member) Present at a Meeting, may move or second a motion related to an item on the Agenda or Emergency Business, unless disqualified from participating due to a conflict of interest or otherwise disqualified from voting.
- 5.27.3 A motion that has been moved and seconded may, without permission of the Members of the Board or Committee, be withdrawn, or a minor amendment made by the mover of the motion, until the Presiding Officer states the motion prior to opening the floor to debate.

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- 5.27.4 A Member who moved a motion may also withdraw it from consideration after the motion is stated and before the vote is taken on the motion, provided that the seconder or no other Member Present objects to the motion being withdrawn.
- 5.27.5 If a Member objects to a request to withdraw a motion, the Members in attendance at the Meeting will immediately decide whether to permit the motion to be withdrawn by a Majority Vote.

5.28 Notice of Motion

- 5.28.1 A Member may request that a Notice of Motion be included in the Agenda for a Board or Standing Committee meeting as advance notification of a matter to be considered at a subsequent meeting.
- 5.28.2 A Notice of Motion will be submitted:
- (a) in writing with a seconder to the Governance and Policy Review Committee; a minimum of three (3) working days prior to the meeting for inclusion in the Agenda; or
 - (b) verbally at a regular Board meeting or Standing Committee meeting. This notice will require a seconder at the meeting.
- 5.28.3 A Notice of Motion will not be debated at the same meeting at which it is introduced.
- 5.28.4 The Notice of Motion will be considered at the subsequent Board or Standing Committee meeting where it was introduced and may be:
- (a) debated;
 - (b) referred to a more appropriate Committee; or
 - (c) referred to the Director of Education or Designate for consideration or follow-up.
- 5.28.5 Any action taken under Section 5.28.4(b) must be in accordance with the terms of reference for Board Standing Committees, as outlined in Section 4.6.
- 5.28.6 A Notice of Motion may be withdrawn by the Member at any time before debate begins on the motion. This may occur after the motion has been moved, seconded and stated by the Presiding Officer.

5.29 Motions - Order of Precedence

- 5.29.1 A Main Motion is the starting point for the Board or a Committee to make a decision. This is also known as the main question. It must be disposed of before another Main Motion is introduced.

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5.29.2 Any secondary motion (identified as privileged and subsidiary motions in Section 5.29.3) may be introduced by a Member (or suggested by a Student Trustee) during a Meeting and will be considered and disposed of in the order of precedence listed below and in the Parliamentary Procedure Chart appended to these By-Laws. As a result, there may be a few pending motions on the floor at one time but only one question can be disposed of at a time and in accordance with the order of precedence below.

5.29.3 The order of precedence of secondary motions is as follows:

Privileged Motions:

- (a) Fix the time to Adjourn
- (b) Adjourn
- (c) Recess
- (d) Question of Privilege
- (e) Orders of the Day

Subsidiary Motions:

- (f) Lay on the Table
- (g) Previous question
- (h) Limit or Extend Debate
- (i) Postpone to a Certain Time
- (j) Refer to a Committee
- (k) Amend
- (l) Postpone Indefinitely

5.30 Ruling a Motion Out of Order

5.30.1 The Presiding Officer may rule a motion out of order if it is contrary to legislation, parliamentary procedure, or HPEDSB By-Laws, policies, or Governance Directives.

5.30.2 If a Presiding Officer rules a motion out of order, the Presiding Officer will state the reason and, where applicable, the legislation, parliamentary procedure, or HPEDSB By-Laws, policies, or Governance Directives.

5.30.3 The following motions are not in order at a Committee Meeting:

- (a) Reconsider or rescind a previous decision of the Board; or
- (b) Amend something previously adopted by the Board (unless the motion to reconsider, rescind or amend was explicitly referred to the Committee by the Board).

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

5.31 Amendments to a Motion

5.31.1 A Main Motion being considered by the Board or a Committee may be amended.

5.31.2 Motions commonly used that are not amendable include:

- (a) Appeal the ruling of Chair or Presiding Officer;
- (b) Question of Privilege;
- (c) Postpone Consideration of a Motion Indefinitely (at Board);
- (d) Lay a Motion on the Table;
- (e) Order of Business;
- (f) Point of Order;
- (g) Previous Question;
- (h) Reconsider;
- (i) Rescind;
- (j) Take a Motion from the Table; or
- (k) Withdraw a Motion.

5.31.3 An amendment, to be in order, must:

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

5.31.4 Only two amendments to a Main Motion may be proposed at any point in time.

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

5.32 Motion to Refer

5.32.1 A matter may be referred to the following for specific action or follow-up:

- (a) The Board;
- (b) A Committee (defined in Section 1.6);
- (c) The Chair;
- (d) The Director of Education or Designate; or
- (e) A Statutory or Advisory Committee.

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

5.33 Motion to Reconsider

- 5.33.1 A motion to reconsider a decision passed at a Board Meeting may only be reconsidered at that same Meeting and therefore, does not require prior notice to do so and is not subject to the restriction in Section 5.34.1. The motion to reconsider is not the same as the motion that may be reconsidered. The motion to reconsider requires a separate Majority Vote to pass prior to the reconsideration and voting on the original motion.
- 5.33.2 The debate on the motion to reconsider is a discussion about whether to reconsider and not about the subject of the motion that may be reconsidered. Debate on the original motion will take place following the motion to reconsider, if it passes.
- 5.33.3 The motion to reconsider can only be made by a Member who voted for the prevailing side of the original motion. A Member who did not vote on the original motion cannot move the motion to reconsider. A motion to reconsider cannot be amended or reconsidered.
- 5.33.4 If the motion to reconsider passes, the original motion will be placed on the floor and dealt with like any other original or new motion and as if the original motion had not been voted on at all.
- 5.33.5 Notwithstanding this section, Robert's Rules of Order prescribes a higher voting threshold that must be followed for a motion to reconsider a By-Law Amendment, Section 1.4.3.

5.34 Motion to Rescind or Amend Something Previously Adopted

- 5.34.1 A previous decision of the Board cannot be rescinded or amended if:
- (a) it has already been carried out or cannot be undone; or
 - (b) until at least twelve (12) months after the decision was made, or for the remainder of the current four-year term of the Board, whichever is the shorter time, unless a motion passes by a Two-Thirds Vote to do otherwise.
- 5.34.2 A decision of the Board made at a previous Board Meeting cannot be rescinded or amended unless the proposed rescission or amendment is included in an Agenda.
- 5.34.3 The amendment, repeal and/or replacing of these By-Laws will follow the process determined in Section 1.4 of these By-Laws and Robert's Rules of Order.
- 5.34.4 A failed motion, or a motion not previously dealt with because it was postponed indefinitely, (or similarly worded motion on the same topic) cannot be brought forward again for consideration at the same Meeting or for at least 12 months after the motion failed or was postponed.

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

5.35 Point of Order

- 5.35.1 A Member may rise to a Point of Order when they believe any of the following have been breached or overlooked; the HPEDSB By-Laws, Rules of Order, Governance Directives, Board policies or legislation related to a motion.
- 5.35.2 A Member may interrupt a speaker who has the floor to raise a Point of Order. The Point of Order does not require a seconder and is not debatable. It cannot be amended or reconsidered.
- 5.35.3 The Point of Order must be clearly stated by the Member with reasons and, where applicable, with specific reference to the particular By-Law provision, Rule of Order, Governance Directive, policy or legislation.
- 5.35.4 The Presiding Officer rules on the Point of Order or may allow the Board of Trustees to decide the point.
- 5.35.5 The Presiding Officer may declare a recess in order to review the Point of Order before making a ruling.

5.36 Question of Privilege

- 5.36.1 If a Member is of the opinion that a pressing situation is affecting the rights or privileges of the Board, or of an individual Member or Student Trustee, a Member can Raise a Question of Privilege, which permits them to interrupt the Meeting to state an urgent request or motion.
- 5.36.2 The Question of Privilege must be clearly stated by the Member with reasons.
- 5.36.3 If the Presiding Officer is unable to address the question quickly and informally, the Chair may make a ruling on whether or not to permit the Question of Privilege.

5.37 Appeal the Ruling of the Presiding Officer

- 5.37.1 A Member may interrupt the Meeting to introduce a motion to appeal the ruling of the Presiding Officer, which requires a Majority Vote to overturn a decision of the Presiding Officer.
- 5.37.2 If the appeal from the decision of the Presiding Officer results in a tie vote, the Presiding Officer's decision on the Point of Order will be upheld.
- 5.37.3 The Presiding Officer may speak first and last on the motion to appeal and does not have to leave the chair to do so.

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

- 5.37.4 No appeal can be made to the Presiding Officer's response to a Parliamentary Inquiry or other question because a reply is an opinion given by the Presiding Officer and not a ruling on the question. A ruling (and an appeal of that ruling) could be made if a motion is put forward in response to the opinion given by the Presiding Officer.

5.38 Lay on the Table

- 5.38.1 A motion to lay on the table is used in a Meeting to temporarily set aside a pending motion in order to take up more pressing business at that particular time. If the intention is to postpone the motion indefinitely then that motion should be used. If the intention is to postpone a motion to a certain time, then that motion should be used. If the motion to lay on the table is made with improper intentions, the Presiding Officer will clarify the motion based on the mover's intent and, if in order at the time, puts the question not on *Lay on the Table*, but on *Postpone Indefinitely* or *Postpone to a Certain Time*, as the case warrants.
- 5.38.2 Once the pressing business is finished, a motion to take from table may be made or the Presiding Officer may assume the motion and with unanimous consent of the Members, resume with the motion.
- 5.38.3 If the motion is not taken from the table before the end of the Meeting, then it dies but can be renewed again because it was never dealt with.

5.39 Extending Meeting Time

- 5.39.1 No Board or Committee Meeting will continue beyond 11 p.m. unless approved by a Majority Vote. The motion to continue the Meeting beyond 11:00 p.m. may specify that the meeting only continue until the item under discussion is complete, or until certain additional agenda items are completed, or specify a time for the adjournment of the Meeting.

SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

6.1 Public Participation in Board and Committee Meetings

- 6.1.1 The HPEDSB Annual Schedule of Meetings will be published on the HPEDSB's public website.
- 6.1.2 Members of the public are welcome to physically attend as observers any public Board or Committee Meetings, as well as Advisory and Statutory Committees, as permitted by law.
- 6.1.3 The HPEDSB shall provide members of the public with electronic means as described on its public-facing website for participating in meetings of the Board and Committees that are open to the public. When a Delegate is participating in a Standing Committee or Committee of the Whole Meeting, the electronic means must permit members of the public to hear and be heard by all other participants in the meetings.
- 6.1.4 When all schools of HPEDSB are closed as described in of Regulation 463.97, the public will be provided with electronic access to any public meetings outlined in Section 6.1.1.

6.2 Delegations

- 6.2.1 Members of the public are welcome to request Delegate status to share their views with Trustees regarding subject matter that falls within the Board's governance responsibilities.
- 6.2.2 Individuals who wish to appear as a Delegate should consult the Board's Governance Directive, Delegations and Community Engagement, appended to these By-Laws. The Directive provides detailed information about submitting a *Delegation Request Form*, as well as specific responsibilities for trustees, staff and Delegates throughout the process.
- 6.2.3 Delegations from members of the public may be scheduled at a Board Standing Committee Meeting, Committee of the Whole Meeting, Regular Public Board Meeting, or as otherwise indicated in Section 6.2.5.
- 6.2.4 Delegation presentations will not be received:
 - (a) by individuals or commercial enterprises who wish to promote products or services to the Board;
 - (b) regarding personal issues related to the Delegate, a staff member or a student;
 - (c) regarding employment issues that are covered under HPEDSB collective agreements or other employment contracts;

SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

- (d) about matters which are the subject of litigation with the Board, or where all rights to a hearing, appeal or review under the Education Act or its regulations have not been commenced or concluded;
- (e) prior to the Delegate pursuing any other Board processes that currently exist (including those outlined in Board Policy or Procedure to address their concern(s));
- (f) about matters that are currently the subject of a complaint to the Ontario Ombudsman or are under investigation or review by that Office, the HPEDSB pursuant to a HPEDSB policy or procedure or legislation, or the Code of Conduct;
- (g) regarding matters that are not within the jurisdiction of the HPEDSB;
- (h) twice within a 12-month period, unless the subject matter has changed substantially; or
- (i) regarding subjects for which there are other opportunities for the Delegate to provide input to the Board, such as School Accommodation Review Meetings, the Budget Development Process, the Board's Multi-Year Strategic Planning Process, etc.

6.2.5 The Governance and Policy Committee will consider all Delegation requests and is authorized to take any of the following actions:

- (a) schedule the Delegation for any future Board Standing Committee Meeting that has responsibility for the subject matter described in the Delegation Request Form;
- (b) refer the Delegation to staff, through the Director of Education, for follow-up;
- (c) for appropriate subject matter that is not included in the Terms of Reference for any Board Standing Committee, or which may apply to all Board Standing Committees, schedule the Delegation for a Committee of the Whole Meeting or Regular Public Board Meeting, (such date to be determined by the Governance and Policy Committee, in consultation with the Delegate);
- (d) make the final determination regarding the scheduling of the Delegation in Open or Closed Session, in accordance with the confidentiality provisions contained in Sections 207(2), 207(2.1) and 218.3 (10) of the Education Act; or
- (e) deny any Delegation requests that do not meet the requirements prescribed in the HPEDSB Governance Directive, Delegations and Community Engagement.

SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

6.3 Conflict of Interest Registry

- 6.3.1 Members have a responsibility to disclose any pecuniary conflict of interest, whether direct, indirect or deemed in accordance with the *Municipal Conflict of Interest Act* at Board and committee Meetings by filing a written statement with the Director or Designate. In Closed (Private) Session, Members must withdraw from and not be Present in the meeting room or participate via electronic means when a matter about which they have declared a conflict is being discussed.
- 6.3.2 The Director of Education or Designate will:
- (a) File the written statement by the Member in the HPEDSB's Conflict of Interest Registry;
 - (b) Record the conflict of interest in the Minutes of the public Board or committee Meeting;
 - (c) Record the conflict of interest in the Minutes of a Closed or Private Session Meeting and also in the Minutes of the next Public Board Meeting; and
 - (d) Make the HPEDSB's Conflict of Interest Registry available for public review.

6.4 Board Members' Code of Conduct

- 6.4.1 The Board will adopt a Code of Conduct and enforcement process for its Members and Student Trustees and review it after each Municipal Election, in accordance with the *Education Act* and Ontario Regulation 312/24 *Members of School Boards – Code of Conduct*.
- 6.4.2 The Code of Conduct, that support the Board's commitment to meeting high standards of conduct by Trustees and Student Trustees are provided in the Governance Directives appended to these By-Laws.

SECTION 7: GOVERNANCE DIRECTIVES

7.1 [Board Members' Code of Conduct](#)

7.2 Committees

7.2.1 Advisory Committees

7.2.2 Ad Hoc Trustee Committees

[7.2.2. Trustee Director's Performance Appraisal Ad Hoc Committee](#)

7.2.3 Standing Committees

[7.2.3 \(a\) Governance and Policy Committee](#)

[7.2.3 \(b\) Physical Planning, Finance and Building Committee](#)

[7.2.3 \(c\) Student Learning, Well-Being and Equity Committee](#)

7.2.4 Statutory Committees

[7.2.4 \(a\) Audit Committee](#)

[7.2.4 \(b\) Board Student Discipline Committee](#)

[7.2.4 \(c\) Parent Involvement Committee](#)

[7.2.4 \(d\) Special Education Advisory Committee](#)

[7.2.4 \(e\) Supervised Alternative Learning Committee](#)

7.3 Public Participation and Delegations

[7.3 Public Participation and Delegations](#)

[Public Participation and Delegation Request Form](#)

SECTION 8: RESOURCE DOCUMENTATION

8.1 Legislation

- [*Education Act*](#)
- [*Municipal Conflict of Interest Act*](#)
- [*Municipal Elections Act*](#)
- [*Municipal Freedom of Information and Protection of Privacy Act*](#)

8.2 Other Documents

- Robert's Rules of Order

8.3 Parliamentary Procedure Chart