

**INAUGURAL BOARD MEETING  
AND INSTALLATION CEREMONY  
AGENDA**

Date: Tuesday, November 15, 2022  
Time: 6:00 pm  
Location: St. Thomas Aquinas Catholic Secondary School  
124 Dorval Drive, Oakville ,Ontario

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	<b>Pages</b>
<b>1. Eucharistic Celebration (6:00 p.m.)</b>	
<b>2. Entry Procession (7:00 p.m.)</b>	
<b>3. Opening Prayer and Welcoming Remarks (His Excellency D. Crosby, Bishop of Hamilton; J. Klein, Director of Education and Secretary of the Board)</b>	
<b>4. Reading of Clerk's Notices (J. Klein, Director of Education and Secretary of the Board)</b>	
<b>5. Remarks and Commissioning of Trustees (His Excellency D. Crosby, Bishop of Hamilton)</b>	
<b>6. Declaration of Oath of Allegiance and Declaration of Office (The Honourable Mr. Justice J.M. Fragomeni)</b>	
<b>7. Declaration of Board as Legally Constituted (J. Klein)</b>	
<b>8. Election/Installation/Remarks of Board Chair 2022-2023 (J. Klein)</b>	
<b>9. Election/Installation/Remarks of Board Vice-Chair 2022-2023 (J. Klein)</b>	
<b>10. Resolutions</b>	
10.1. Cheque Signing Authorities, Borrowing Resolution and Investing (A. Lofts)	1 - 21
10.2. Board Policies of Former Board (J. Klein)	22 - 22
10.3. Board Procedure By-Law (J. Klein)	23 - 44
<b>11. Expressions of Appreciation (Chair of the Board)</b>	
<b>12. Adjournment and Closing Prayer (His Excellency D. Crosby, Bishop of Hamilton)</b>	



<p>Cheque Signing Authorities, Borrowing Resolution, and Investing</p>	<p><b>Item 10.1</b></p>
<p>November 15, 2022</p>	

### Alignment to Strategic Plan

This report is linked to our strategic priority of **Foundational Elements**: Optimizing organizational effectiveness.

### Purpose

To obtain authorization for the Board’s cheque signing authorities and approval for the borrowing resolution applicable to the Board’s operating bank loan facility.

### Comments

#### 1. Cheque Signing Authorities

Excerpts from the Education Act regarding cheques, receipts and disbursements are included in Appendix A. Section 170(1) and indicates that a Board shall give the necessary orders for the disbursement of money for the payment of bills. Section 171(1)16 also provides the Board with the power to authorize that signatures can be mechanically produced on cheques. Section 198(5) lists certain duties of the treasurer concerning banking.

Appendix B shows the cheque signing authorities for various dollar values. The current practice involves a combination of electronic and manual signatures as part of the Board’s system of internal controls. Electronic signature cards exist for the Chair of the Board, the Secretary of the Board, and the Treasurer of the Board. For example, cheques over \$100,000 generally bear the electronic signature of the Chair of the Board and are then signed manually by the Treasurer of the Board, the Secretary of the Board, or the Senior Manager, Financial Services. The production and signing of all cheques are directed by the Senior Manager, Financial Services and involves the Manager, Accounting and Financial Reporting, as well as the Supervisor of Accounting Services, to ensure proper segregation of duties. The release of all cheques is authorized by the Senior Manager, Financial Services, or the Treasurer of the Board, as appropriate.



The Board currently utilizes electronic payments for approximately 80% of the vendors and all payments to schools. Electronic payments may take the form of:

- Wire Transfer (e.g. BNY Mellon, various Employee Life and Health Trusts, OECTA-Provincial)
- Electronic Funds Transfer (e.g. Halton Student Transportation Consortium (HSTS), all schools, most vendors)
- Pre-authorized Debit (e.g. Burlington Hydro, Oakville Hydro)

The process followed for these is similar to cheque signing in that dollar thresholds exist for authorization purposes. Wire transfers and electronic funds transfers are set up by the Supervisor of Accounting Services and before sending, are reviewed by the Manager, Accounting and Financial Reporting and approved by the Senior Manager, Financial Services, or the Treasurer of the Board. Pre-authorized debits are minimal and routine and are reviewed regularly by the Supervisor of Accounting Services to ensure accuracy.

The Supervisor of Accounting Services continues to contact vendors who are not on Electronic Funds Transfer (EFT) payments to request banking information. The goal is to have 100% of vendors on EFT payment.

## 2. Investing

The sections of the Education Act pertaining to investing and borrowing are included in Appendix C. The more relevant sections are highlighted in yellow. Section 241 of the Education Act indicates the investment powers of boards and references the regulations made by the Lieutenant Governor in Council (the Cabinet), and as such, do not have to go through the Legislature. The applicable regulation, in this case, is Ontario Regulation 41/10 (Board Borrowing, Investing and Other Financial Matters), which is included in Appendix D. Again, the more relevant sections are highlighted in yellow. Investing by boards is dealt with in Part IV (Eligible Investments) of the regulation. It contains a prescribed list of investments that school boards can invest. The regulation also mentions the requirement of school boards to have a statement of investment policies and goals and an investment report as part of the annual audited financial statements if the Board has investments at the audited year-end. The Board Operating Policy I-10 Banking, Investment and Borrowing addresses the selection and/or retention of the Board's banker, signing authorities and investing and borrowing, in accordance with the Education Act. As of August 31 2022 the Board had no outstanding investments

## 3. Borrowing Resolution

Cash outflows occur on a regular basis throughout the year for the Board to conduct its day-to-day business affairs. Cash inflows are generally more substantial and occur periodically throughout the year. Short-term borrowing may be required to provide funds for those periods when disbursements occur before the offsetting revenues have been received. The Board's two main revenue streams are provincial grants, which are received monthly and municipal taxes, which are



received quarterly. The Board also receives smaller amounts of other annual revenues (e.g. permits, other provincial grants, federal grants, interest income, etc.).

The sections of the Education Act on investing and borrowing are included in Appendix C. The more relevant sections are highlighted in yellow. Section 243 of the Education Act indicates how the current borrowing needs of the board are to be addressed. Accordingly, Board By-Law No. 2021 F01, attached as Appendix E, provides for borrowing up to \$200 million from the TD Canada Trust (the Board's banker of record) or other approved lenders. Our current practice is only to use the "The Big Five" Canadian chartered banks as approved lenders (namely, RBC, TD Bank, Scotiabank, CIBC and BMO). Also, there are times when other financial institutions have loan rates that are more favourable than those offered by the Board's banker. The By-Law provides the flexibility to borrow at the most favourable rates. Capital credit facilities have also been set up with the Board's banker of record to facilitate the construction of new schools or additions to existing schools until a long-term debenture could be issued. There are no outstanding Borrowing By-laws related to capital as of August 31, 2022.

Additional relevant sections of the Education Act that relate to borrowing are:

- Section 247 – Borrowing for permanent improvements: This refers to borrowing to permanently finance new school construction and school additions & major improvements.
- Section 248 – Corporation to assist with board financing: The corporation established under this section is the Ontario Financing Authority (OFA).
- Section 249 – Agreements (regarding the corporation in section 248): These are undertaken through legal counsel that handles debenture issues.

Additional sections of Ontario Regulation 41/10 (Appendix D) that relate to borrowing are:

- Part III – Borrowing for permanent improvements: Any borrowing beyond a one-year term must be done through the OFA.

The audited borrowing position of the Board as of August 31, 2022, is attached as Appendix F. The Education Development Charges (EDC) Bankers Acceptance note of \$92.0 million has been established to cover the current shortfall in the EDC Reserve Fund, as the Board has purchased school sites in advance of the funding stream received from residential and commercial levy collection on a monthly basis through the municipalities.

#### **4. Board Banker of Record**

Board Resolution #104/3 passed at the Regular Board meeting of April 1<sup>st</sup>, 2003, states that the Board obtains its Banking Services from TD Canada Trust. The contract began on April 15, 2003, and for three years until April 15, 2006. It was subsequently extended for another three years until April 30, 2009, and then another two years until April 30, 2011. Since that date, TD Canada Trust remains the Board's banker of record and is subject to an annual review by Board staff.



## Conclusion

The above outlines some of the regulatory and Board requirements relating to Cheque signing authorities, borrowing resolutions and investing. The attached appendices expand on these requirements and address the procedural expectations as well as regulatory definitions on relevant financial topics.

## Recommendation

The following recommendation is presented for the consideration of the Board:

<b>Resolution#:</b>	<i>Moved by:</i>
	<i>Seconded by:</i>
<b>Resolved</b> , that the Halton Catholic District School Board reaffirm that the cheque signatories identified in Appendix 'B' to this report be authorized to sign for and on behalf of the Board for each account as indicated, and	
<b>Resolved</b> , that the Halton Catholic District School Board reaffirm Board resolution #83/21 with respect to By-Law No. 2021-F01 to authorize borrowing during any fiscal year up to \$200 million, until provincial grants, municipal taxes and other revenues are received, as contained in Appendix 'E' to this report.	

**Report Prepared by:** A. Cross  
Senior Manager, Financial Services

**Report Submitted by:** A. Lofts  
Superintendent of Business Services and Treasurer of the Board

**Report Approved by:** J. Klein  
Director of Education and Secretary of the Board

**Education Act**  
**(References to “treasurer” and “cheques”)**

**PART VI**  
**BOARDS**

DUTIES AND POWERS

**Duties of boards**

**170.** (1) Every board shall,

**order payment of bills**

3. give the necessary orders on the treasurer for payment of all money expended for school purposes and of such other expenses for promoting the interests of the schools under the jurisdiction of the board as may be authorized by this Act or the regulations and by the board; R.S.O. 1990, c. E.2, s. 170 (1), par. 3.

**Powers of boards**

**171.** (1) A board may,

**signatures mechanically reproduced**

16. provide that the signature of the treasurer and of any other person authorized to sign cheques issued by the treasurer may be written or engraved, lithographed, printed or otherwise mechanically reproduced on cheques; R.S.O. 1990, c. E.2, s. 171 (1), par. 16.

OFFICERS

**Duties of officers**

**Duties of treasurer**

**198.** (5) Every treasurer of a board shall,

- (a) receive and account for all money of the board;
- (b) open an account or accounts in the name of the board in such place of deposit as may be approved by the board;
- (c) deposit all money received by the treasurer on account of the board, and no other money, to the credit of such account or accounts;
- (d) disburse all money as directed by the board; and
- (e) produce, when required by the board or by auditors or other competent authority, all papers and money in the treasurer’s possession, power or control belonging to the board. R.S.O. 1990, c. E.2, s. 198 (5).

OPERATING, CAPITAL AND U.S. BANK ACCOUNTS				
Amount	Signatures Required	Manual/Electronic		
Over \$100,000	One of <b>two</b> signatures (Chair of the Board or Vice-Chair of the Board) <b>and</b> one of <b>three</b> signatures (Secretary of the Board, Treasurer of the Board or Senior Manager, Financial Services)	Electronic signature of Chair of the Board or Vice-Chair of the Board	<b>AND</b>	Manual signature from the Secretary of the Board, Treasurer of the Board or Senior Manager, Financial Services
Under \$100,000	Secretary of the Board <b>and</b> one of <b>four</b> signatures (Treasurer of the Board; Chair of the Board; Vice Chair of the Board; Senior Manager, Financial Services)	Electronic signature of Secretary of the Board	<b>AND</b>	Manual signature from Treasurer of the Board or Senior Manager, Financial Services
PAYROLL BANK ACCOUNT				
Amount	Signatures Required	Manual/Electronic		
All Cheques	<b>Two of three</b> signatures required (Secretary of the Board; Treasurer of the Board; Senior Manager, Financial Services)	Manual signature of any two of the three signatories mentioned		

## Education Act

### (References to investing and borrowing)

#### PART IX FINANCE

#### DIVISION A GENERAL

#### BORROWING AND INVESTMENT BY BOARDS

##### **Investment powers**

**241** (1) A board may, subject to any rules prescribed under subsection (6), invest in securities prescribed under subsection (6) any money of the board that is not immediately required by the board. 2009, c. 34, Sched. I, s. 9 (1).

(2)-(5) REPEALED: 2009, c. 34, Sched. I, s. 9 (1).

##### **Regulations**

(6) The Lieutenant Governor in Council may make regulations,

(a) prescribing rules for the purposes of subsection (1);

(b) prescribing securities or classes of securities for the purposes of subsection (1);

(c) providing that a board does not have the power under this section to invest in the securities or classes of securities specified in the regulation. 1997, c. 31, s. 113 (1); 2009, c. 34, Sched. I, s. 9 (2, 3).

##### **General or particular**

(7) A regulation under subsection (6) may be general or particular in its application and may be made to apply to any class of board and for the purpose a class may be defined with respect to any attribute and may be defined to consist of or to exclude any specified member of the class, whether or not with the same attributes. 1997, c. 31, s. 113 (1).

(8)-(9) REPEALED: 2006, c. 10, s. 29.

##### **Definitions**

(10) In this section,

“invest” includes purchase, acquire, hold and enter into; (“placer”)

“securities” includes financial agreements, investments and evidences of indebtedness. (“valeurs mobilières”) 1997, c. 31, s. 113 (1).

##### **Section Amendments with date in force (d/m/y)**

2006, c. 10, s. 29 - 01/06/2006

2009, c. 34, Sched. I, s. 9 (1-3) - 01/09/2010

##### **Debt, financial obligation and liability limits**

**242** (1) The Lieutenant Governor in Council may make regulations providing for debt, financial obligation and liability limits for boards or classes of boards including,

(a) defining the types of debt, financial obligation or liability to which the limits applies and prescribing the matters to be taken into account in calculating the limits;

(b) prescribing the amounts to which the debts, financial obligations and liabilities under clause (a) shall be limited;

(c) requiring a board to apply for the approval of the Minister for each specific work or class of works, the amount of debt for which, when added to the total amount of any outstanding debt, financial obligation or liability under clause (a), causes a limit under clause (b) to be exceeded;

(d) prescribing rules, procedures and fees for the determination of the debt, financial obligation and liability limits of a board;

(e) establishing conditions that must be met by a board before undertaking any, or any class of, debt, financial obligation or liability. 1997, c. 31, s. 113 (1).



### **Approval to exceed limit**

(2) A board shall not incur a debt, financial obligation or liability that would cause it to exceed a limit prescribed under clause (1) (b) unless it first obtains the approval of the Minister. 1997, c. 31, s. 113 (1).

### **Risk management activities**

(3) The Lieutenant Governor in Council may make regulations allowing a board to engage in risk management activities as defined in the regulation in the circumstances specified in the regulation in order to hedge the risks specified in the regulation under or in connection with any debt instrument, financial obligation or liability of a board. 1997, c. 31, s. 113 (1).

### **General or particular**

(4) A regulation made under this section can be general or particular. 1997, c. 31, s. 113 (1).

### **Classes**

(5) A class may be defined with respect to any attribute and may be defined to consist of or to exclude any specified member of the class, whether or not with the same attributes. 1997, c. 31, s. 113 (1).

### **Section Amendments with date in force (d/m/y)**

1997, c. 31, s. 113 (1) - 01/01/1998

### **Debentures issued by boards**

**242.1** (1) This Act, as it read immediately before the day the *Student Achievement and School Board Governance Act, 2009* received Royal Assent, continues to apply with respect to debentures issued by boards before that day. 2009, c. 25, s. 28.

### **Transition**

(2) Subsection (1) does not prevent regulations made under subsection 241 (6) or clause 247 (3) (b) after the day the *Student Achievement and School Board Governance Act, 2009* receives Royal Assent from applying to investments held by sinking funds or retirement funds immediately before that day. 2009, c. 25, s. 28.

### **Section Amendments with date in force (d/m/y)**

2009, c. 25, s. 28 - 5/12/2009

### **Current borrowing**

**243** (1) Despite the provisions of any Act, a board may by resolution authorize the treasurer and the chair or vice-chair to borrow from time to time the sums that the board considers necessary to meet the current expenditures of the board until the current revenue has been received. 1997, c. 31, s. 113 (1).

### **Debt charges**

(2) A board may borrow the sums that the board considers necessary to meet debt charges payable in any fiscal year until cash has been received. 1997, c. 31, s. 113 (1); 2009, c. 34, Sched. I, s. 10 (1).

### **Limit**

(3) The amounts that a board may borrow at any one time for the purposes mentioned in subsections (1) and (2), together with the total of any similar borrowings that have not been repaid and any accrued interest on those borrowings, shall not exceed the unreceived balance of the estimated current revenues of the board. 1997, c. 31, s. 113 (1); 2009, c. 34, Sched. I, s. 10 (2).

(4) REPEALED: 2006, c. 10, s. 30.

### **Exception re certain boards**

(5) A board may borrow more than the amount authorized to be borrowed under the other provisions of this section if, at the time of the borrowing,

- (a) the board is subject to a financial recovery plan approved by the Minister under subsection 257.29.1 (2), and the plan permits the borrowing; or
- (b) the administration of the affairs of the board has been vested in the Ministry by an order under subsection 230.3 (2) or 257.31 (2) or (3), and the Minister approves the borrowing. 2009, c. 34, Sched. I, s. 10 (3).

(6) REPEALED: 2009, c. 34, Sched. I, s. 10 (3).

## **Approval of Minister**

(7) The Minister may make his or her approval under subsection (6) subject to any terms that he or she considers appropriate. 1997, c. 31, s. 113 (1).

(8) REPEALED: 2006, c. 10, s. 30.

## **Definition**

(9) In this section,

“current revenue”, “estimated revenues” and “revenues” do not include revenue from education development charges. 1997, c. 31, s. 113 (1).

## **Section Amendments with date in force (d/m/y)**

1997, c. 31, s. 113 (1) - 01/01/1998

2006, c. 10, s. 30 - 01/06/2006

2009, c. 34, Sched. I, s. 10 (1-3) - 01/09/2010

## **Provincial guarantee, certain instruments**

**244** (1) The Lieutenant Governor in Council may by order authorize the Minister of Finance to guarantee payment by the Province of the principal, interest and premium of debt instruments or other instruments prescribed under clause 247 (3) (f) issued by a board or other debt instruments issued by a corporation established under subsection 248 (1) and any such authorization may relate to a single instrument or to a class of instruments as such class is defined in the authorizing order in council. 2009, c. 25, s. 29 (1).

## **Form of guarantee**

(2) The form of the guarantee and the manner of its execution shall be determined by order of the Lieutenant Governor in Council, and every guarantee executed in accordance with the order is conclusive evidence of the guarantee. 1997, c. 31, s. 113 (1).

## **Validity of guaranteed instruments**

(3) Any debt instrument prescribed under clause 247 (3) (f) or other debt instrument, payment of which is guaranteed by the Province under this section, is valid and binding on the board or corporation by which it is issued according to its terms. 2009, c. 25, s. 29 (2).

## **Section Amendments with date in force (d/m/y)**

1997, c. 31, s. 113 (1) - 01/01/1998

2009, c. 25, s. 29 (1, 2) - 15/12/2009

## **Payments re certain debentures**

**245** (1) In this section, section 246 and subsection 247 (5),

“debenture”, in the case of a Roman Catholic board or of an old board that operated Roman Catholic schools, includes a mortgage; (“débenture”)

“general revenue” means, in respect of a board,

- (a) the amounts levied for school purposes that a board receives under Division B, and
- (b) the legislative grants received by the board that are made under subsection 234 (1); (“recettes générales”)

“municipality” includes an upper-tier municipality and Metro within the meaning of the *City of Toronto Act, 1997* (No. 2) as it read the day before its repeal by the *Stronger City of Toronto for a Stronger Ontario Act, 2006*. (“municipalité”) 1997, c. 31, s. 113 (1); 2002, c. 17, Sched. F, Table; 2006, c. 32, Sched. C, s. 15 (7).

## **Payments re debentures issued by school authorities, old boards**

(2) During the currency of a debenture issued by a school authority or an old board before this section comes into force, the school authority that issued the debenture or a board that assumed the obligation for a debenture issued by an old board shall,

- (a) provide in its estimates for each fiscal year for setting aside out of its general revenue in the fiscal year the amount necessary to pay the principal and interest coming due on the debenture in the fiscal year and to pay the amount required to be paid into a sinking fund or retirement fund in respect of the debenture in the fiscal year;

- (b) on or before each due date in each year, pay out of its general revenue the principal and interest coming due on the debenture in the year; and
- (c) where a sinking fund or retirement fund has been established in respect of a debenture, on or before the anniversary in each year of the issue date of the debenture, pay out of its general revenue the amount required to be paid into the sinking fund or retirement fund in respect of the debenture in the year. 1997, c. 31, s. 113 (1).

**Payments re debentures issued by municipality for school authority, old board**

- (3) During the currency of a debenture issued by a municipality before this section comes into force to raise money for a school authority or an old board, the school authority for which the debenture was issued or the board that assumed the obligation to the municipality for the debenture shall,
  - (a) provide in its estimates for each fiscal year for setting aside out of its general revenue in the fiscal year the amount necessary to pay to the municipality the amount of the principal and interest coming due on the debenture in the fiscal year and to pay the amount required to be paid by the municipality into a sinking fund or retirement fund in respect of the debenture in the fiscal year;
  - (b) on or before each due date in each year, pay out of its general revenue to the municipality the principal and interest coming due on the debenture in the year; and
  - (c) where a sinking fund or retirement fund has been established by the municipality in respect of a debenture, on or before each due date in each year, pay out of its general revenue to the municipality the amount required to be paid into the sinking fund or retirement fund by the municipality in respect of the debenture in the year. 1997, c. 31, s. 113 (1).

**Same**

- (4) For the purposes of subsection (3), the due dates are those specified in the applicable notice given by the treasurer of the municipality to the treasurer of the board. 1997, c. 31, s. 113 (1).

**Exception**

- (5) Despite clauses (2) (a) and (b) and (3) (a) and (b), the principal and interest that must be paid in a year under those clauses does not include any outstanding amount of principal specified as payable on the maturity date of a debenture to the extent that one or more refinancing debentures are issued by the school authority, board or municipality referred to in subsection (2) or (3) to repay the outstanding principal. 1997, c. 31, s. 113 (1).

**Section Amendments with date in force (d/m/y)**

1997, c. 31, s. 113 (1) - 01/01/1998

2002, c. 17, Sched. F, Table - 01/01/2003

2006, c. 32, Sched. C, s. 15 (7) - 01/01/2007

**Rules re certain debentures**

**246** (1) Subsections (2) to (5) apply despite,

- (a) the provisions of any other Act;
- (b) any debenture;
- (c) any municipal or board by-law, resolution or agreement under which a debenture is issued; or
- (d) any document relating to a debenture. 1997, c. 31, s. 113 (1).

**No obligation to raise money through rates to pay debentures**

- (2) A board is not obliged to raise money by way of rates,
  - (a) to pay the principal and interest on a debenture to which section 245 applies;
  - (b) to pay amounts for deposit into a sinking fund or retirement fund in respect of a debenture to which section 245 applies;
  - (c) to pay amounts to a municipality in respect of a debenture to which section 245 applies; or
  - (d) for any other purpose. 1997, c. 31, s. 113 (1).

**Deemed amendment**

- (3) A by-law, resolution, agreement or other document relating to a debenture to which section 245 applies and the debenture shall be deemed to have been amended to accord with subsections (1), (2), (4) and (5). 1997, c. 31, s. 113 (1).

### **Rights of debenture holder**

(4) No holder of a debenture to which section 245 applies shall have any right to require payment, except in accordance with the payment schedule for the debenture, by reason only that the board that has assumed the obligation for the debenture may not be identical to the old board that issued the debenture or that the board that is obliged to make payments to a municipality in respect of the debenture may not be identical to the old board that was obliged to make payments to the municipality in respect of the debenture. 1997, c. 31, s. 113 (1).

### **Same**

(5) None of the following shall constitute default by a district school board, a school authority, an old board or a municipality in the fulfilment of the obligations related to the debenture or a breach by a district school board, a school authority, an old board or a municipality of the terms or conditions of the debenture or of a by-law authorizing the issue of the debenture:

1. The amalgamation or merger of the old board that issued the debenture with a district school board.
2. The inability of a district school board or school authority to impose rates.
3. The elimination of a charge on the property and rates of the board that issued the debenture.
4. Anything done by a district school board or school authority in compliance with this Act or any regulation, order or directive made under this Act. 1997, c. 31, s. 113 (1).

### **Terms and conditions continued**

(6) Subject to subsections (1) to (5), a debenture to which section 245 applies that is issued before this section comes into force continues to be payable on the same terms and conditions as are required by the debenture. 1997, c. 31, s. 113 (1).

### **Section Amendments with date in force (d/m/y)**

1997, c. 31, s. 113 (1) - 01/01/1998

### **Borrowing for permanent improvements**

**247** (1) Subject to any other provision of this Act and the regulations made under subsection 242 (1) and subsection (3) of this section, a district school board may by by-law borrow money or incur debt for permanent improvements and may issue or execute any instrument prescribed under clause (3) (f) in respect of the money borrowed or the debt incurred. 1997, c. 31, s. 113 (1); 2009, c. 25, s. 30 (1).

### **Same, school authorities**

(2) Subject to any other provision of this Act and the regulations made under subsection 242 (1) and subsection (3) of this section, and subject to the prior approval of the Minister, a school authority may by by-law borrow money or incur debt for permanent improvements and may issue or execute any instrument prescribed under clause (3) (f) in respect of the money borrowed or the debt incurred. 1997, c. 31, s. 113 (1); 2009, c. 25, s. 30 (2).

### **Regulations**

(3) The Lieutenant Governor in Council may make regulations,

- (a) governing the borrowing of money and the incurring of debt by a board for permanent improvements;
- (b) governing the issuance by a board of instruments prescribed under clause (f) in respect of money borrowed or debt incurred for permanent improvements;
- (c) governing any dealings by a board with instruments described in clause (b), including but not limited to regulations governing the redemption, surrender, exchange, substitution or offering as security of the instruments;
- (d) governing the establishment and operation of sinking funds, retirement funds and any other type of funds that may be prescribed by the regulations and providing for the investment or other application of money held in those funds;
- (e) prescribing types of funds for the purpose of clause (d);
- (f) prescribing instruments that may be issued or executed by a board in respect of money borrowed or debt incurred for permanent improvements;
- (g) prescribing the duties of treasurers or other officers of boards in connection with the matters addressed in this section;

(h) providing that any provision of, or made under, the *Municipal Act, 2001* or the *City of Toronto Act, 2006*, as the case may be, relating to borrowing or debentures applies, with any modifications specified in the regulations, in relation to borrowing by a board under this section. 1997, c. 31, s. 113 (1); 2002, c. 17, Sched. F, Table; 2006, c. 32, Sched. C, s. 15 (8); 2009, c. 25, s. 30 (3-6).

### **Same**

(3.1) Without limiting the generality of clause (3) (a), in making regulations under that clause, the Lieutenant Governor in Council may delegate specified responsibilities related to the borrowing of money and the incurring of debt by the Board for permanent improvements to the Minister or any other body the Lieutenant Governor in Council considers appropriate for those purposes. 2009, c. 25, s. 30 (7).

### **General or particular**

(4) A regulation under subsection (3) may be general or particular and may be made to apply to any class of board and for the purpose a class may be defined with respect to any attribute and may be defined to consist of or to exclude any specified member of the class, whether or not with the same attributes. 1997, c. 31, s. 113 (1).

### **Payments re debt instruments**

(5) Subject to the regulations, if under subsection (1) or (2) a board issues a debt instrument prescribed under clause (3) (f), the board shall,

(a) on or before each due date in each year, pay the principal and interest coming due on the debt instrument in the year; and

(b) where a sinking fund, retirement fund or other fund prescribed under clause (3) (e) has been established in respect of the debt instrument, on or before the anniversary in each year of the issue date of the debt instrument, pay the amount required to be paid into the sinking fund, retirement fund or such prescribed fund in respect of the debt instrument in the year. 2010, c. 26, Sched. 5, s. 3.

### **Exception**

(6) Despite clauses (5) (a) and (b), the principal and interest that must be paid in a year under those clauses does not include any outstanding amount of principal specified as payable on the maturity date of a debt instrument to the extent that one or more refinancing debt instruments are issued by the board to repay the outstanding principal. 2009, c. 25, s. 30 (8).

### **All debt instruments rank equally**

(7) Despite any other provision of this or any other Act or any differences in date of issue or maturity, every debt instrument prescribed under clause (3) (f) issued by a board shall rank concurrently and equally in respect of payment of principal and interest with all other debt instruments issued by the board, except as to the availability of any sinking fund, retirement fund or other fund prescribed under clause (3) (e) applicable to any issue of debt instruments. 2009, c. 25, s. 30 (8).

### **Registration**

(8) Subsections 415 (1), (2), (3), (4), (5) and (7) of the *Municipal Act, 2001* or any equivalent provisions of, or made under, the *City of Toronto Act, 2006*, as the case may be, apply with necessary modifications to a by-law of a board authorizing the issue of debt instruments prescribed under clause (3) (f) that is passed under subsection (1) or (2) of this section, but nothing in this subsection makes valid a by-law if it appears on the face of the by-law that it does not substantially comply with a provision of a regulation under subsection (3) that specifies the maximum term within which a debt instrument prescribed under clause (3) (f) may be made payable. 2009, c. 25, s. 30 (8).

### **Certain rights and duties continued**

(9) Subject to subsection (10), the rights and duties of,

- (a) a treasurer or a clerk-treasurer of a county or municipality;
- (b) a treasurer of an old board;
- (c) the council of a municipality;
- (d) a school authority; or
- (e) an old board,

under subsections 234 (3) to (6) of this Act, as those provisions read immediately before subsection 113 (1) of the *Education Quality Improvement Act, 1997* came into force, continue with respect to debentures to which those subsections applied. 1997, c. 31, s. 113 (1).

## Same

(10) The rights and duties described in subsection (9) of an old board or the treasurer of an old board are, respectively, the rights and duties of the district school board or treasurer of the district school board that is obliged to make payments in respect of the debenture as a result of a regulation made under clause 58.1 (2) (p) as it read immediately before it was repealed by subsection 8 (4) of the *Student Achievement and School Board Governance Act, 2009* or as a result of an order made under such a regulation. 1997, c. 31, s. 113 (1); 2009, c. 25, s. 30 (9).

## Transition

(11) Despite subsection (3) and subsection 242.1 (1), subsections (1) and (2) do not authorize the issuance of debentures for the purpose of repaying, refunding or refinancing any debentures that were issued before the day the *Student Achievement and School Board Governance Act, 2009* received Royal Assent. 2009, c. 25, s. 30 (10).

## Section Amendments with date in force (d/m/y)

1997, c. 31, s. 113 (1) - 01/01/1998

2002, c. 17, Sched. F, Table - 01/01/2003

2006, c. 32, Sched. C, s. 15 (8, 9) - 01/01/2007

2009, c. 25, s. 30 (1-9) - 15/12/2009

2010, c. 26, Sched. 5, s. 3 - 08/12/2010

## Corporation to assist with board financing

**248 (1)** The Lieutenant Governor in Council may, by regulation, establish a corporation under the name specified in the regulation,

- (a) to provide financial services to boards in accordance with the regulations;
- (b) to borrow money as principal or agent on behalf of boards in accordance with the regulations; and
- (c) to lend money to boards on the terms and conditions that the corporation may impose. 1997, c. 31, s. 113 (1).

## Regulations

(2) The Lieutenant Governor in Council may make regulations,

- (a) providing for the composition, management, administration and control of the corporation and prescribing the powers and duties of the corporation;
- (b) authorizing the corporation to provide financial services as specified in the regulations to boards in connection with their borrowing, investing, risk management and cash management activities;
- (c) authorizing the corporation to borrow money in the capital markets in its own name or in the name of one or more boards on behalf of which the corporation is authorized to act;
- (d) establishing terms, conditions and restrictions attaching to securities or other financial instruments issued by the corporation in connection with borrowing described in clause (c) including,
  - (i) the maximum aggregate principal amount of the securities or other financial instruments authorized for issue at any one time or from time to time,
  - (ii) any restrictions on the rate or rates of interest payable, the term to maturity, redemption rights, a bonus or discount payable, the currency of issue and selling restrictions,
  - (iii) any collateral that may be pledged or charged as security, and
  - (iv) the terms of any guarantee by the Province of repayment by the corporation;
- (e) respecting lending by the corporation to boards;
- (f) governing the application or non-application to the corporation of any provision of the *Business Corporations Act*, the *Not-for-Profit Corporations Act, 2010* and the *Corporations Information Act*;
- (g) authorizing the corporation to provide financial services to municipalities, to borrow money as principal or agent on behalf of municipalities and to lend money to municipalities;
- (h) governing matters necessary or advisable to enable the corporation to carry out its duties. 1997, c. 31, s. 113 (1); 2017, c. 20, Sched. 8, s. 79.

### **Deemed reference to municipality**

(3) If a regulation is made under clause (2) (g) respecting a matter referred to in this section or in section 249, a reference to a board in this section or in section 249 in respect of that matter shall be deemed to include a municipality. 1997, c. 31, s. 113 (1).

### **Interpretation**

(4) In this section,

“municipality” includes an upper-tier municipality. 2002, c. 17, Sched. F, Table.

(5) REPEALED: 2007, c. 7, Sched. 9, s. 1.

### **General or particular**

(6) A regulation made under this section may be general or particular. 1997, c. 31, s. 113 (1).

### **Consent of board, municipality**

(7) The corporation shall not provide financial services to a board or a municipality except at the request of the board or municipality and shall not borrow money in the name of a board or a municipality except with the prior approval of the board or municipality. 1997, c. 31, s. 113 (1).

### **Section Amendments with date in force (d/m/y)**

1997, c. 31, s. 113 (1) - 01/01/1998

2002, c. 17, Sched. F, Table - 01/01/2003

2007, c. 7, Sched. 9, s. 1 - 05/05/2008

2017, c. 20, Sched. 8, s. 79 - 19/10/2021

### **Agreements**

**249** A board may enter into an agreement with the corporation established under subsection 248 (1),

(a) for the provision to the board of financial services that the corporation is authorized to provide to a board section 248;

(b) for the borrowing of money as principal or agent on behalf of the board as authorized under section 248; and

(c) for the lending of money to the board as authorized under section 248. 1997, c. 31, s. 113 (1).

## Education Act

**ONTARIO REGULATION 41/10**  
**BOARD BORROWING, INVESTING AND OTHER FINANCIAL MATTERS**

**Consolidation Period:** From March 1, 2022 to the [e-Laws currency date](#).

Last amendment: 112/22.

Legislative History: 337/10, 163/11, 112/22.

*This is the English version of a bilingual regulation.*

**PART I**  
**NON-PERMANENTLY FINANCED DEBT OF DISTRICT SCHOOL BOARDS**

**Definitions**

1. In this Part,

“assignee” means the trustee of a trust or another person to whom a portion of a legislative grant is assigned by a district school board under an agreement prescribed by this Part; (“cessionnaire”)

“non-permanently financed debt” means, in respect of a district school board, the amount as of August 31, 2001 that is listed in Column (e) under the heading “Not Permanently Financed” opposite the name of the board in Table 2, “Capital Related Debt Eligible for Funding Support, by District School Board”, in the document entitled *School Board Capital Related Debt (June 17, 2002)*, published by the Ministry; (“dette sans financement permanent”)

“participating board” means a district school board that enters into an agreement prescribed by this Part with an assignee; (“conseil participant”)

“refinanced debt” means the debt incurred by the assignee in respect of the financing arranged to refinance the non-permanently financed debt of district school boards; (“dette refinancée”)

“unreimbursed costs” means the costs, expenses or liabilities for which an assignee that is a trustee of a trust is held to be personally liable in connection with administering the trust or arranging for the financing to refinance the non-permanently financed debt. (“frais non remboursés”) O. Reg. 41/10, s. 1.

**Prescribed instrument**

2. (1) An agreement that contains the following is prescribed for the purposes of clause 247 (3) (f) of the Act as an instrument that may be executed by a district school board:

1. The agreement provides for the irrevocable assignment by the board to the assignee named in the agreement of the portion of each legislative grant that is paid under the Act in respect of,
  - i. the board’s non-permanently financed debt, other than amounts referred to in clause 37 (1) (b) of Ontario Regulation 154/01 (Student Focused Funding — Legislative Grants for the 2001-2002 School Board Fiscal Year) made under the Act or clause 37 (1) (b) of Ontario Regulation 156/02 (Student Focused Funding — Legislative Grants for the 2002-2003 School Board Fiscal Year) made under the Act as those regulations read immediately before they were revoked, or
  - ii. the portion of the refinanced debt attributable to the board.
2. The agreement requires the board to give a direction to the Minister to pay the assigned portion of each legislative grant directly to an account specified in the agreement.
3. The agreement requires the assignee to,
  - i. assume the board’s liability to pay its non-permanently financed debt,
  - ii. arrange financing to refinance the non-permanently financed debt of the board and other participating boards by,



- A. creating and issuing, pursuant to one or more trust indentures, bonds, debentures or other evidences of the refinanced debt,
  - B. entering into one or more underwriting agreements in respect of the bonds, debentures or other evidences of the refinanced debt,
  - C. obtaining ratings of the bonds, debentures or other evidences of the refinanced debt from one or more nationally recognized rating agencies, and
  - D. causing an offering document to be prepared in respect of the bonds, debentures or other evidence of the refinanced debt and making it available to underwriters and other potential purchasers of the bonds, debentures or other evidences of the refinanced debt,
- iii. out of the proceeds of the refinanced debt, pay the board's non-permanently financed debt, and
  - iv. obtain from the holder of the non-permanently financed debt a receipt for the payment of the board's non-permanently financed debt.
4. If the assignee is the trustee of a trust, the agreement requires the board to do the following:
- i. indemnify the trustee in its personal capacity for all unreimbursed costs, if any, to the extent that the assets of the trust out of which the trustee is entitled at law or in equity to be indemnified for the unreimbursed costs are insufficient to satisfy the unreimbursed costs, and
  - ii. make just and equitable contribution to satisfy the claims giving rise to the unreimbursed costs in an amount that is in the same proportion to the aggregate of the unreimbursed costs that the board's non-permanently financed debt bears to the sum of the non-permanently financed debt of all the participating boards and the amount of fees paid to the trustee, if the indemnity referred to in subparagraph i is for any reason held by a court to be unenforceable.
5. The agreement provides that if the board is required, pursuant to a provision in an agreement described in paragraph 4, to indemnify the trustee or make just and equitable contribution to satisfy the claims giving rise to the unreimbursed costs, the liability of the board under the rights of indemnity or contribution,
- i. shall be several and not joint, and
  - ii. shall not exceed the amount by which the board's non-permanently financed debt exceeds the cumulative amount of the legislative grants in respect of the principal amount of the refinanced debt paid to the account referred to in paragraph 2 established by the board. O. Reg. 41/10, s. 2 (1).

(2) An agreement is prescribed for the purposes of clause 247 (3) (f) of the Act if it satisfies the requirements of subsection (1) and it contains provisions that are not inconsistent with the requirements of subsection (1). O. Reg. 41/10, s. 2 (2).

**Board to provide copy to the Minister**

3. If a district school board enters into an agreement prescribed by this Part, it shall give a written direction described in paragraph 2 of subsection 2 (1) and a copy of the agreement to the Minister. O. Reg. 41/10, s. 3.

**PART II  
RISK MANAGEMENT BY BOARDS IN RESPECT OF ENERGY PRICES**

**Commodity price hedging agreements**

4. (1) A board may enter into commodity price hedging agreements under this Part in order to hedge the risks associated with the fluctuations in the prices of the natural gas, electricity and other energy commodities that are required by the board to operate its schools, other properties and vehicles. O. Reg. 41/10, s. 4 (1).

(2) The agreement must fix, directly or indirectly, or enable the board to fix the price or range of prices to be paid by the board for the future delivery of some or all of a commodity described in subsection (1) or the future cost to the board of an equivalent quantity of the commodity. O. Reg. 41/10, s. 4 (2).

(3) A board shall not sell or otherwise dispose of the commodity price hedging agreement or any interest of the board in the agreement. O. Reg. 41/10, s. 4 (3).

**Report on commodity price hedging agreements**

5. (1) If a board has any subsisting commodity price hedging agreements in a fiscal year, the treasurer of the board shall prepare and present to the board as part of the annual financial report to the board for the fiscal year a detailed report on all of those agreements. O. Reg. 41/10, s. 5 (1).

- (2) The report must contain the following information and documents:
1. A statement about the status of the agreements during the period of the report, including a comparison of the expected and actual results of using the agreements.
  2. Such other information as the board may require.
  3. Such other information as the treasurer considers appropriate to include in the report. O. Reg. 41/10, s. 5 (2).

### **PART III BORROWING FOR PERMANENT IMPROVEMENTS**

#### **Borrowing for permanent improvements**

**6.** A board that, under subsection 247 (1) or (2) of the Act, borrows money or incurs debt for permanent improvements shall do so only in accordance with this Part. O. Reg. 41/10, s. 6.

#### **Permitted loans**

**7.** (1) A board may by by-law borrow money for permanent improvements by way of a loan with an initial maturity of more than one year from the Ontario Financing Authority. O. Reg. 41/10, s. 7 (1).

(2) To obtain a loan described in subsection (1), a board shall make a loan application to the Ontario Financing Authority in accordance with any applicable policies, procedures or terms set by the Ontario Financing Authority. O. Reg. 41/10, s. 7 (2).

(3) If the Ontario Financing Authority approves a board's loan application and the board can demonstrate to the satisfaction of the Minister that another entity would provide a loan with the same terms and conditions as the Ontario Financing Authority but at a lower cost, the board may by by-law borrow money for permanent improvements by way of a loan with an initial maturity of more than one year from that other entity if it is one of the following:

1. A bank listed in Schedule I or II of the *Bank Act* (Canada).
2. A loan corporation or trust corporation registered under the *Loan and Trust Corporations Act*.
3. A credit union or central to which the *Credit Unions and Caisses Populaires Act, 2020* applies.
4. A municipality in Canada. O. Reg. 41/10, s. 7 (3); O. Reg. 112/22, s. 1.

(4) A board that obtains a loan described in this section shall ensure that the proceeds of it are used for permanent improvements. O. Reg. 41/10, s. 7 (4).

(5) Despite the lifetime of a permanent improvement for which a loan described in this section is made, the loan shall be payable over a term not exceeding 25 years. O. Reg. 41/10, s. 7 (5).

### **PART IV ELIGIBLE INVESTMENTS**

#### **Eligible investments**

**8.** A board does not have the power under section 241 of the Act to invest in a security other than a security prescribed under this Part. O. Reg. 41/10, s. 8.

#### **Eligible investments**

**9.** The following are prescribed, for the purposes of subsection 241 (1) of the Act, as securities that a board may invest in:

1. Bonds, debentures, promissory notes or other evidence of indebtedness issued or guaranteed by,
  - i. Canada or a province or territory of Canada,
  - ii. an agency of Canada or of a province or territory of Canada,
  - iii. a municipality in Canada, or
  - iv. the Municipal Finance Authority of British Columbia.
2. Bonds, debentures, promissory notes or other evidence of indebtedness of a corporation if,
  - i. the bond, debenture or other evidence of indebtedness is secured by the assignment to a trustee, as defined in the *Trustee Act*, of payments that Canada or a province or territory of Canada has agreed to make or is required to make under a federal, provincial or territorial statute, and

- ii. the payments referred to in subparagraph i are sufficient to meet the amounts payable under the bond, debenture or other evidence of indebtedness, including the amounts payable at maturity.
3. Deposit receipts, deposit notes, certificates of deposit or investment, acceptances or similar instruments, the terms of which provide that the principal and interest shall be fully repaid no later than two years after the day the investment was made, that are issued, guaranteed or endorsed by,
    - i. a bank listed in Schedule I or II of the *Bank Act* (Canada),
    - ii. a loan corporation or trust corporation registered under the *Loan and Trust Corporations Act*, or
    - iii. a credit union or central to which the *Credit Unions and Caisses Populaires Act, 2020* applies.
  4. Deposit receipts, deposit notes, certificates of deposit or investment, acceptances or similar instruments, the terms of which provide that the principal and interest shall be fully repaid more than two years after the day the investment was made, that are issued, guaranteed or endorsed by,
    - i. a bank listed in Schedule I or II of the *Bank Act* (Canada),
    - ii. a loan corporation or trust corporation registered under the *Loan and Trust Corporations Act*, or
    - iii. a credit union or central to which the *Credit Unions and Caisses Populaires Act, 2020* applies.
  5. Bonds, debentures or evidences or long-term indebtedness issued by an institution listed in paragraph 4. O. Reg. 41/10, s. 9; O. Reg. 163/11, s. 1; O. Reg. 112/22, s. 2.

**Rating of certain eligible investments**

- 10.** (1) A board shall not invest in a security under paragraph 4 or 5 of section 9 unless the bond, debenture, promissory note or evidence of indebtedness is rated,
- (a) by DBRS Limited as “AA(low)” or higher;
  - (b) by Fitch Ratings as “AA–” or higher;
  - (c) by Moody’s Investors Services Inc. as “Aa3” or higher; or
  - (d) by Standard and Poor’s as “AA–” or higher. O. Reg. 41/10, s. 10 (1).
- (2) If an investment made under paragraph 4 or 5 of section 9 falls below the standard required under subsection (1), the board shall sell the investment within 90 days after the day the investment falls below the standard. O. Reg. 41/10, s. 10 (2).

**Restriction: securities expressed or payable in foreign currency**

- 11.** (1) A board shall not invest in a security that is expressed or payable in any currency other than Canadian dollars. O. Reg. 41/10, s. 11 (1).
- (2) Subsection (1) does not prevent a board from continuing an investment, made before this Regulation comes into force, that is expressed and payable in the currency of the United States of America or the United Kingdom. O. Reg. 41/10, s. 11 (2).

**Restriction: investment of money in securities**

- 12.** A board shall not invest money in a security unless,
- (a) the money is made repayable on or before the day on which the board requires the money; or
  - (b) any interest or other earnings from the investment are credited to the account from which the money was invested. O. Reg. 337/10, s. 1.

**Statement of investment policies and goals**

- 13.** (1) Before a board invests in a security prescribed under this Part, the board shall, if it has not already done so, adopt a statement of the board’s investment policies and goals. O. Reg. 41/10, s. 13 (1).
- (2) In preparing the statement of the board’s investment policies and goals under subsection (1), the board shall consider,
- (a) the board’s risk tolerance and the preservation of its capital;
  - (b) the board’s need for a diversified portfolio of investments; and
  - (c) obtaining legal advice and financial advice with respect to the proposed investments. O. Reg. 41/10, s. 13 (2).

**Investment report**

**14.** (1) If a board has an investment in a security prescribed under this Part, the board shall require the treasurer of the board to prepare an investment report as part of the treasurer's annual financial report to the board. O. Reg. 41/10, s. 14 (1).

(2) The investment report referred to in subsection (1) shall contain,

- (a) a statement about the performance of the portfolio of investments of the board during the period covered by the report;
- (b) a description of the estimated proportion of the total investments of the board that are invested in its own long-term and short-term securities to the total investment of the board and a description of the change, if any, in that estimated proportion since the previous year's report;
- (c) a list of any investments of the board that are not eligible investments under this Part or that fall below the prescribed ratings, and a description of the plans for disposing of those investments;
- (d) a statement by the treasurer as to whether or not, in his or her opinion, all investment were made in accordance with the investment policies and goals adopted by the board;
- (e) a record of the date of each transaction in or disposal of its own securities, including a statement of the purchase and sale price of each security; and
- (f) such other information that the board may require or that, in the opinion of the treasurer, should be included. O. Reg. 41/10, s. 14 (2).

**Ineligible investments**

**15.** (1) Despite this Regulation, if on the day this Regulation comes into force, a board holds an investment that is not prescribed under this Regulation, the board shall sell the investment within 90 days after the day this Regulation comes into force. O. Reg. 41/10, s. 15 (1).

(2) Despite subsection (1), if the sale of the investment would result in the board realizing an amount below the net book value of the investment, the board may retain the investment, but only until it has an opportunity to realize an amount equal to the net book value of the investment, at which time it shall sell the investment. O. Reg. 41/10, s. 15 (2).

**16.** OMITTED (PROVIDES FOR COMING INTO FORCE OF PROVISIONS OF THIS REGULATION). O. Reg. 41/10, s. 16.

**Halton Catholic District School Board**

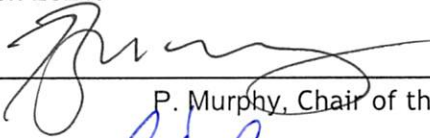
**By-Law No. 2021 F01**

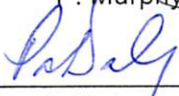
**WHEREAS**, in accordance with Section 243 of The Education Act, the Halton Catholic District School Board (herein called "the Board") deems it necessary to borrow sums not to exceed Two Hundred Million Dollars (\$200,000,000.00) to meet, until the provincial grants, municipal and other revenues are collected, current expenditures of the Board.

**THEREFORE**, the Halton Catholic District School Board enacts as follows:

1. **THAT** the Board authorize the Treasurer and the Chair or the Vice-Chair of the Board, together with the Secretary of the Board or the Senior Manager, Financial Services to borrow from time to time from the Board's banker of record, or from any other approved lender authorized for borrowing purposes, the sums that the board considers necessary to meet the current expenditures of the board until the current revenue has been received.
2. **THAT** the Board may borrow the sums that the board considers necessary to meet debt charges payable in any fiscal year until cash has been received.
3. **THAT** the amounts the Board may borrow at any one time for the purposes mentioned in 1 and 2, together with the total of any similar borrowing that have not been repaid and any accrued interest on those borrowings, shall not exceed the unreceived balance of the estimated current revenue of the board.
4. **THAT** the Treasurer of the Board is hereby authorized and directed to furnish upon request to the Board's banker of record, or any other approved lender, a statement showing the nature and amount of the estimated revenues for the current year not yet collected where the estimates have been adopted for the current year or of the estimated revenues for the previous year where the estimates have not been adopted for the current year, and the total of any borrowings made in the year which have not been repaid and which were made.
5. **THAT** the Board's banker of record shall be entitled to rely as to the authority of any borrowing on a copy of this By-Law certified by the Secretary of the Board and on a statement furnished to the Board's banker of record from time to time by the Treasurer of the Board pursuant to Paragraph 4 of this By-Law.
6. **THAT** any other approved lender shall be entitled to rely as to the authority of any borrowing on a copy of this By-Law certified by the Secretary of the Board.
7. **THAT**, this By-Law shall be deemed to have come into force March 16, 2021 and stay in effect until further notice.

**READ and FINALLY PASSED this 16<sup>th</sup> day of March 2021.**

  
\_\_\_\_\_  
P. Murphy, Chair of the Board

  
\_\_\_\_\_  
P. Daly, Secretary of the Board

**BORROWING POSITION OF THE BOARD****As at August 31, 2022 (Audited)****EXTERNAL BORROWING:*****Short-term:***

Temporary Bank Loan - EDC Bankers Acceptance Portion of By-Law 2021 F01 \$200,000,000	\$ 92,000,000
	<u>\$ 92,000,000</u>
Total Short-term External Borrowing	<u>\$ 92,000,000</u>

***Long-term:***

Debentures issued by the Ontario School Boards Financing Corporation (OSBFC)	\$ 44,387,168
OFA Debentures	\$ 75,582,934
Total Long-term External Borrowing	<u>\$ 119,970,102</u>
Total External Borrowing	<u>\$ 211,970,102</u>



Board Policies of Former Board	Item 10.2
November 15, 2022	

*WHEREAS, it is necessary for the Halton Catholic District School Board to set policies with regards to the day-to-day operations of its affairs, and*

*WHEREAS, the Board has from time to time set such policies at it deemed expedient to do so,*

*BE IT RESOLVED, that all such policies, which have been set by the Board in the past are hereby approved as the Official Policies and Procedures of this Board until such time as they are varied by the Board.*

Submitted by: John Klein  
 Director of Education and Secretary of the Board



Inaugural Board Meeting

Action Report

Board's Procedural By-Law	Item 10.3
November 15, 2022	

*BE IT RESOLVED, that the Procedural By-Law (Appendix A) be adopted as presented.*

Submitted by: John Klein  
 Director of Education and Secretary of the Board



**HALTON CATHOLIC DISTRICT SCHOOL BOARD**  
**BOARD OF TRUSTEES**  
**PROCEDURAL BY-LAW**  
**NOVEMBER 2022**

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**HALTON CATHOLIC DISTRICT SCHOOL BOARD  
BOARD OF TRUSTEES  
PROCEDURAL BY-LAW  
NOVEMBER 2022**

<b>1. PREAMBLE</b>		
<b>1.1</b>	<b>Education Act</b>	The provisions of the <i>Education Act</i> , R.S.O. 1990. c. E-2, as amended from time to time, and Regulations made under the <i>Act</i> , along with other applicable Statutes and Regulations, take precedence over any By-laws approved by the Board of Trustees of the Halton Catholic District School Board.
<b>1.2</b>	<b>Rules and Regulations</b>	Trustees shall observe the provisions of this By-law at all meetings of the Board of Trustees and committees of the Board.
<b>1.3</b>	<b>Robert’s Rules of Order</b>	<b>The current edition of <i>Robert’s Rules of Order Newly Revised</i></b> shall govern where a procedural rule is not otherwise imposed by Statute, Regulation, or this By-law.

<b>2. DEFINITIONS</b>		
<b>2.1</b>		The singular includes the plural.
<b>2.2</b>	<b>ACT</b>	means the <i>Education Act</i> as amended from time to time.
<b>2.2</b>	<b>ACTION REPORT</b>	means a report that includes a recommendation for approval by resolution of the Board of Trustees.
<b>2.4</b>	<b>AD HOC COMMITTEE</b>	means a committee that the Board of Trustees may form from time to time to address a specific issue, which shall report back to the Board of Trustees with its recommendations within the time allotted by the Board. Membership shall include Trustees, and may include staff as determined by the Director, and other individuals as the Board may determine is appropriate. Examples of Ad Hoc Committees include: <ul style="list-style-type: none"> <li>• School Uniform Committee</li> </ul>
<b>2.5</b>	<b>BOARD</b>	means the Board of Trustees of the Halton Catholic District School Board.
<b>2.6</b>	<b>CHAIR</b>	means Chair of the Board, except where otherwise indicated as meaning the chair of a committee of the Board.
<b>2.7</b>	<b>COMMITTEE</b>	means a Statutory, Standing or Ad-Hoc Committee established by the Board.
<b>2.10</b>	<b>CONFLICT OF INTEREST</b>	means a direct, indirect or deemed pecuniary interest as defined by the <i>Municipal Conflict of Interest Act</i> R.S.O. 1990. c. M-50 as amended from time to time.
<b>2.11</b>	<b>DIRECTOR</b>	means the Director of Education who is also the Chief Education Officer and Chief Executive Officer of the HCDSB, and Secretary of the Board;
<b>2.12</b>	<b>HCDSB</b>	means the Halton Catholic District School Board, incorporated under s.58.5 of the Act.
<b>2.13</b>	<b>IN-CAMERA</b>	means a meeting of a Board Committee, or a Committee of the Whole Board, from which the public may be excluded under Section 207 (2) of the Education Act. Under the Act, In Camera discussion is allowable where the matter under consideration involves any of the following: <ul style="list-style-type: none"> <li>(i) The security of the property of the Board</li> <li>(ii) The disclosure of intimate, personal or financial information in respect of a member of the Board or committee, an employee or</li> </ul>

		<p>prospective employee of the Board or a pupil or his or her parent or guardian;</p> <p>(iii) The acquisition or disposal of a school site;</p> <p>(iv) Decisions in respect of negotiations with employees of the Board;</p> <p>(v) Litigation affecting the Board; or,</p> <p>(vi) An ongoing investigation by the Ontario Ombudsman</p>
<b>2.14</b>	<b>INFORMATION REPORT</b>	means a report submitted by staff and presented at a Board meeting for the information of Trustees. The information is deemed to have been received by virtue of inclusion in the agenda. No action is required.
<b>2.15</b>	<b>MAJORITY</b>	means a majority, in other words more than half, of the votes cast. For greater certainty, an abstention is not counted as a vote cast.
<b>2.16</b>	<b>MEETING</b>	includes a meeting of the Board, and a Committee of the Board, including a Committee of the Whole Board. All meetings are open to the public except where the Board resolves to meet in camera in accordance with s.207(2) of the Act and Article 2.13 of this By-law.
<b>2.17</b>	<b>MEMBER</b>	means a municipally elected Trustee. For greater certainty Student Trustees are not members of the Board.
<b>2.18</b>	<b>MISCELLANEOUS INFORMATION</b>	means information of a general nature provided to Trustees at a Board meeting. The information is deemed to have been received by virtue of inclusion in the agenda. No action is required.
<b>2.19</b>	<b>QUORUM</b>	means the presence of a majority of the members constituting a Board, excluding Student Trustees, in accordance with Section 208(11) of the Act.
<b>2.20</b>	<b>RESOLUTION</b>	means, unless otherwise defined, means a resolution approved by a majority of members present and voting.
<b>2.21</b>	<b>SCRUTINEER</b>	means a person selected to observe an election process, and in the case of the election of the Board Chair and Vice Chair, to count the ballots, in accordance with this By-law.
<b>2.22</b>	<b>SECRETARY OF THE BOARD</b>	means the Director of Education.
<b>2.23</b>	<b>STAFF REPORT</b>	means a report submitted and presented to Trustees at a Board meeting for the information of Trustees. This initial report is to provide information and provide notice of recommendation(s) that may subsequently form part of an Action Report..
<b>2.24</b>	<b>STAFF WORKING GROUP</b>	means a group established at the discretion of the Director which may, from time to time, require the participation of Trustees.
<b>2.25</b>	<b>STANDING COMMITTEE</b>	<p>means a committee formed to deal with longstanding and ongoing issues relating to the decision-making responsibilities of the Board of Trustees, and that will periodically bring a recommendation to the Board. Examples include:</p> <ul style="list-style-type: none"> <li>• Employee Assistance Program Committee</li> <li>• Policy Committee</li> <li>• Salary and Bargaining Advisory Committee</li> </ul>
<b>2.26</b>	<b>STATUTORY COMMITTEE</b>	<p>means a committee established pursuant to statute or regulation dictating membership and terms of reference. Staff may be assigned as a resource to provide expertise, background information and administrative support. Statutory Committees are as follows:</p> <ul style="list-style-type: none"> <li>• Audit Committee, O. Reg. 361/10</li> <li>• Special Education Advisory Committee (SEAC) O. Reg. 464/07 s</li> <li>• Discipline Committee Education Act Part XIII</li> <li>• Catholic Parent Involvement Committee (CPIC) – O. Reg. 612/00</li> </ul>

		<ul style="list-style-type: none"> <li>Supervised Alternative Learning (SAL) O. Reg. 374/10</li> </ul>
<b>2.27</b>	<b>STUDENT TRUSTEE</b>	means the students elected by their peers to represent pupils at the Board in accordance with s.58 of the Act.
<b>2.28</b>	<b>TREASURER</b>	Subsection 170 (1).1 of the Education Act requires that the Board appoint a Treasurer, which shall be the Superintendent of Business.
<b>2.29</b>	<b>TRUSTEE</b>	means a person elected, acclaimed or appointed to the office of Trustee of the Board pursuant to the provisions of the Municipal Elections Act 1996. S.O. 1996. C. 32. Sched., as amended from time to time, and the Education Act .
<b>2.30</b>	<b>VICE-CHAIR</b>	means the Vice-Chair of the Board, except where otherwise indicated as meaning Vice-Chair of any committee or sub-committee of the Board.
<b>2.31</b>	<b>48 HOURS NOTICE</b>	means a notice period that includes Saturday, Sunday and Statutory holidays.

<b>3.</b>	<b>INAUGURAL MEETING OF THE BOARD</b>	
<b>3.1</b>	<b>Date of the Inaugural Meeting of the Board</b>	In the year in which municipal elections take place, the Inaugural Meeting of the Board shall be held on the first Tuesday on or after November 15 commencing at 7:00 p.m., following a 6:00 p.m. Mass
<b>3.2</b>	<b>Purpose of Inaugural Meeting</b>	The purpose of the Inaugural Meeting shall be to fulfil the requirements of the Act and Regulations, including swearing the Oath and Declaration at s.209 of the Act and the election of the Chair and Vice-Chair.
<b>3.3</b>	<b>Presiding Officer at the Inaugural Meeting</b>	The Secretary shall act as Chair pro tem, or in the absence of the Secretary, his/her designate, until the Chair is elected.
<b>3.4</b>	<b>Bishop's Attendance</b>	The Bishop, or his delegates, shall be invited to the Inaugural Meeting of the Board.
<b>3.5</b>	<b>Order of Business</b>	<ol style="list-style-type: none"> <li>1. Eucharistic Celebration (6:00 p.m.)</li> <li>2. Entry Procession (7:00 p.m.)</li> <li>3. Opening Prayer and Welcoming Remarks: Director of Education</li> <li>4. Reading of Clerk's Notices certifying to the election of the members: Director of Education</li> <li>5. Remarks and Commissioning of Trustees – Bishop/designate</li> <li>6. Declaration of Oath or Affirmation of Allegiance (for those members who wish to take the Oath or Affirmation of Allegiance) and Declaration of Office - Judge</li> <li>7. Declaration of Board as Legally Constituted</li> <li>8. Election / Installation / Remarks of Board Chair</li> <li>9. Election / Installation / Remarks of Board Vice-Chair</li> <li>10. Resolution(s): <ol style="list-style-type: none"> <li>10.1 Banking Authority</li> </ol> </li> <li>11. Expressions of Appreciation – Chair</li> <li>12. Closing Prayer and Adjournment</li> </ol>
<b>3.6</b>	<b>PROCEDURE FOR ELECTION OF OFFICERS AT THE INAUGURAL MEETING</b>	
<b>3.6.1</b>	<b>Procedural Requirements</b>	<p>The Secretary shall call upon an invited judge or Commissioner of Oaths to:</p> <ol style="list-style-type: none"> <li>(i) read the return of the municipal clerks certifying to the election of the members;</li> <li>(ii) ascertain that the members have met all procedural requirements and are eligible to take office;</li> </ol>

		<p>(iii) administer or arrange for the administering to each member of the Board the appropriate Declaration of Office and Oath of Allegiance (for those members who wish to take the Oath of Allegiance)</p> <p>(iv) declare the Board to be legally constituted.</p>
<b>3.6.2</b>	<b>Election Process</b>	<p>The Secretary shall then conduct the election to the office of Chair of the Board, which shall be as follows:</p> <p>(i) The Secretary shall appoint two scrutineers, whose names shall be recorded in the minutes.</p> <p>(ii) Nominations shall be called for the Office of Chair of the Board.</p> <p>(iii) All Trustees are eligible for nomination, but a Student Trustee is ineligible.</p> <p>(iv) Each nomination shall require a mover and a seconder. Trustees may nominate themselves; a seconder is required.</p> <p>(v) Immediately after each nomination, the nominee shall confirm whether he/she wishes to accept or decline the nomination.</p> <p>(vi) After receiving all nominations, the Secretary shall call for nominations three more times, thereafter, the Secretary shall ask for a motion to close nominations.</p> <p>(vii) The Secretary will then ask the nominees, in the same order as they were nominated, if they wish to speak to the nomination for no more than three minutes each. Trustees may ask questions of each candidate, which shall not be counted as part of the three minute time limit.</p> <p>(viii) If more than one nomination is received, an election shall be conducted by secret ballot.</p> <p>(ix) The Secretary and/or designate shall act as election returning officer.</p> <p>(x) The member receiving a majority of the votes cast by the members shall be declared elected. Should no candidate receive a majority of the votes cast, the names of the candidate receiving the least number of votes shall be dropped (if there are more than two nominees and there is a tie for the least number of votes, there will be a “run off” vote to determine which of the tied nominees shall remain on the list). The Board shall proceed to vote anew and so continue until a Chair is elected by a majority of the votes cast.</p> <p>(xi) In the case of an equality of votes at the election of a Chair or Vice-Chair, the candidates shall draw lots to fill the position of Chair or Vice-Chair as the case may be pursuant to Section 208 (8) of the Education Act.</p> <p>(xii) The Secretary shall announce the result of the ballot by declaring the name of the member elected and shall not declare the count.</p> <p>(xiii) A motion will be requested to destroy the ballots.</p>
<b>3.6.3</b>	<b>Election of Vice-Chair</b>	<p>The Secretary shall assume the Chair position and shall conduct the elections for the Vice-Chair of the Board in the manner prescribed for the election of the Chair, using the same procedures as set out in Article 3.6.2.</p>
<b>3.6.4</b>	<b>Term of Office</b>	<p>The term of office of the Chair and Vice-Chair positions shall be for a period of one year, ending at the earlier of a resignation or deemed resignation, or the first meeting on or after the anniversary of the date the term of office the Board began.</p>

<b>3.7</b>	<b>ELECTION OF OFFICERS – AT TIMES OTHER THAN THE INAUGURAL MEETING OF THE BOARD</b>	
<b>3.7.1</b>	<b>Election of Chair</b>	At the first meeting after a vacancy occurs in the office of Chair, the Trustees shall elect one of themselves to be the new Chair.
<b>3.7.2</b>	<b>Election of Vice-Chair</b>	At the first meeting after a vacancy occurs in the office of Vice-Chair, the Trustees shall elect one of themselves to be Vice-Chair.
<b>3.7.3</b>	<b>Election Process</b>	For the purposes of Article 3.7, the process outlined in Article 3.6.2 and 3.6.3 of this By-law shall apply.
<b>3.7.4</b>	<b>Term of Office</b>	The term of office for an officer elected under this Article shall end at the first meeting on or after the anniversary of the date the term of office for the vacating officer began.
<b>3.8</b>	<b>APPOINTMENT OF TRUSTEES TO BOARD COMMITTEES</b>	
<b>3.8.1</b>	<b>Appointment process following the Inaugural Meeting of the Board</b>	The Chair shall present for Board confirmation, Trustee appointments to all Standing, Statutory and Ad Hoc committees of the Board and to any municipal agencies who have requested a Trustee appointee at the Inaugural Meeting, or by no later than the next Regular Meeting of the Board.

<b>4.</b>	<b>MEETINGS OF THE BOARD</b>	
<b>4.1</b>	<b>REGULAR BOARD MEETINGS</b>	
<b>4.1.1</b>	<b>Time</b>	Regular Meetings of the Board shall be held at the Catholic Education Centre starting at 7:00 p.m.
<b>4.1.2</b>	<b>Day</b>	Regular Meetings of the Board shall be held on the first and third Tuesday of each month in the Board Room, except that a Regular Meeting of the Board shall not be held during Holy Week or during the week designated as March Break. A Regular Meeting that would otherwise occur during March Break may be rescheduled at the discretion of the Chair by the Chair.
<b>4.1.3</b>	<b>Chairing the Meeting</b>	The presiding officer for each Regular Meeting of the Board will be the Chair of the Board. In the absence of the Chair the Vice Chair shall preside. In the absence of the Chair and Vice Chair, the members present may elect one of themselves to be chair for that meeting.
<b>4.1.4</b>	<b>Notice</b>	The Secretary shall give each Trustee, including Student Trustees, at least forty-eight (48) hours written electronic notice of all Regular Meetings of the Board.
<b>4.1.5</b>	<b>Summer Meetings</b>	There shall be no Regular Meetings scheduled from July 1 <sup>st</sup> to August 31 <sup>st</sup> . During July and August Special Meetings may be held, as needed, at the call of the Chair. The first Regular Meeting of the Board following the summer recess shall be scheduled for the first Tuesday of September.
<b>4.1.6</b>	<b>Public Attendance</b>	All meetings of the Board shall be open to the public, subject to Article 4.3. of this By-law.
<b>4.1.7</b>	<b>Adjournment</b>	Regular meetings of the Board shall adjourn not later than 11:00 p.m., unless a resolution to extend the time is approved by two-thirds (2/3) of the votes cast, save for disposition of any item still on the table at 11:00 p.m. The Board shall not conduct its business beyond 11:30 p.m. without a resolution receiving the unanimous consent of the members present and voting, save for disposition of any item still on the table at 11:30 p.m. Unanimous consent is required to continue for every half hour thereafter, save for disposition of any item still on the table at the time.

<b>4.1.8</b>	<b>Cancellation of Meeting</b>	In the event of inclement weather or emergency, the Chair, in consultation with the Vice-Chair and the Director of Education, or delegate, may cancel a Regular Meeting of the Board. If the Chair is unavailable, the Vice-Chair, in consultation with the Director, or delegate, may cancel a meeting.
<b>4.1.9</b>	<b>Notice of Cancellation</b>	Notice of cancellation of a meeting will be communicated by email and telephone and in addition a notice of cancellation shall be posted at the Board office.
<b>4.2</b>	<b>SPECIAL BOARD MEETINGS</b>	
<b>4.2.1</b>	<b>Authority to Convene</b>	Special meetings of the Board shall be scheduled on Tuesdays, where feasible, at the call of the Chair in consultation with the Director.
<b>4.2.2</b>	<b>Matters to be Considered</b>	The notice of every such Special Meeting shall state the business to be transacted, and no other business shall be considered at a Special Meeting.
<b>4.2.3</b>	<b>Notice of Meeting</b>	The Secretary shall notify each member of the Board and Student Trustees by email and also telephone if necessary of any Special Meeting of the Board and shall provide the agenda and background material, where feasible, at least twenty-four (24) hours (including Saturdays, Sundays, and Statutory Holidays) prior to the time at which such meeting is to take commence.
<b>4.3</b>	<b>IN-CAMERA MEETINGS</b>	
<b>4.3.1</b>	<b>Time</b>	Any In-Camera matters shall be considered by the Board sitting as a Committee of the Whole Board in private session, starting at 6:30 pm, and closing or adjourning in order to start public session at 7:00. If necessary to complete the In Camera agenda, the Board may resolve to resume meeting In Camera after the close of public session.
<b>4.3.3</b>	<b>In-Camera Confidentiality and Fiduciary Duty</b>	Matters discussed In Camera, including staff reports in support of In Camera agenda items, are confidential to the HCDSB and Trustees shall maintain confidentiality pursuant to their fiduciary duty to HCDSB. The duty of confidentiality shall survive a Trustee's term of office.
<b>4.3.4</b>	<b>Reporting Decisions at Public Session</b>	Information received In-Camera may be reported in public session, in a manner that maintains the confidentiality of the subject matter.
<b>4.3.5</b>	<b>In-Camera Matters</b>	Matters discussed at an In Camera meeting of the Board sitting as a Committee of the Whole Board requiring the approval of the Board of Trustees shall be brought forward as a resolution for approval in public session.
<b>4.3.6</b>	<b>Attendance at the In-Camera Meetings</b>	The Director shall attend In-Camera meetings except where the subject matter of the In-Camera meeting is directly related to the evaluation of the Director. The Board or the Director may require the presence of Supervisory Officers and may admit other persons to In-Camera meetings. The Supervisory Officers or other such persons shall withdraw at the direction of the Chair or the Director when special circumstances warrant.
<b>4.4</b>	<b>ELECTRONIC MEETINGS (POLICY 1-28)</b>	
<b>4.4.1</b>	<b>Attendance</b>	Trustees including Student Trustees are entitled to participate in a meeting of the Board or a Committee of the Board, including a Committee of the Whole Board, by electronic means, subject to the limitations outlined in Board Policy 1-28 and O. Reg. 463/97. A Trustee participating by such shall be deemed to be present at the meeting and shall be counted as part of the quorum and shall be entitled to vote on any matter before the Board.

<b>4.4.2</b>	<b>Physical Presence</b>	The Chair of the Board or designate, the Director of Education or designate and one other Trustee shall be physically present in the Board room for all public meetings of the Board and Committee of the Whole Board.
<b>4.4.4</b>	<b>Means for Electronic Participation</b>	At the request of any Board member or student trustee, the Board shall provide the member or student trustee with electronic means for participating in one or more meetings of the Board or of a committee of the Board, including a committee of the whole Board. If the means for participating in a meeting by video conference fail during the meeting, the Board will ensure that they are able to continue participating by telephone.
<b>4.4.6</b>	<b>Vote by Secret Ballot</b>	In cases where a vote is to take place by ballot, a Trustee who is attending by electronic means may communicate their vote by telephone conversation or email with a scrutineer, who shall mark the vote on a paper ballot in the same form and manner as though the ballot had been marked in person by the voter, and the ballot shall then be included with the other ballots to be counted. The Scrutineer's duty of confidentiality shall apply to all votes cast, both electronically and in person.

<b>5.</b>	<b>QUORUM</b>	
<b>5.1</b>	<b>Quorum of the Board</b>	The presence of a majority of all members of the Board, in person or electronically, excluding Student Trustees, shall constitute a quorum for Meetings of the Board, pursuant to Section 208 (11) of the Act.
<b>5.2</b>	<b>Declaring Pecuniary Interests</b>	When a Trustee declares a conflict of interest, the number of Trustees necessary to achieve quorum shall be calculated as if the conflicted Trustee were not a member of the Board, as directed by the Municipal Conflict of Interest Act.
<b>5.3</b>	<b>If Quorum not Present</b>	If quorum is not present within fifteen (15) minutes after the time appointed for the start of a meeting, the meeting shall not be called to order and the Secretary shall record the names of Trustees present and the meeting shall forthwith be adjourned until the next Regular Meeting of the Board.
<b>5.4</b>	<b>Recording Lack of Quorum</b>	If quorum is lost during a meeting, no business can thereafter be legally transacted and it shall be the responsibility of the Chair and the Recording Secretary to note the lack of a quorum and have the fact recorded in the minutes and adjourn the meeting.
<b>5.5</b>	<b>Recording Trustees' Absence</b>	When a member is absent from a Regular Meeting of the Board, such absence shall be recorded in the minutes. The Board may, by motion, grant permission for the absence for the purposes of s.228(1)(b) of the Act (a deemed vacating of the seat), and said resolution shall be entered in the minutes. A member shall notify the Secretary prior to the Board meeting that the member will not be in attendance.
<b>5.6</b>	<b>Arrival and Departure Times</b>	The arrival time and departure time of Trustees must be recorded if different from the times of the Call to Order and Adjournment.

<b>6.</b>	<b>COMMUNICATIONS</b>	
<b>6.1</b>	<b>Delivery</b>	Members of the Board and Student Trustees shall notify the Secretary in writing of their official address and email address. All notices or



		communications delivered electronically, or if necessary, mailed to the member at the address as given, shall be deemed to have been received by the member.
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<b>7.</b>	<b>COMMITTEES</b>	
<b>7.1</b>	<b>Committees</b>	Committees will meet as required, at the call of their respective Chairs, and may bring recommendations to the Board of Trustees for approval. No committee may make a decision that is binding on HCDSB or the Board.
<b>7.2</b>	<b>AD HOC/STANDING COMMITTEES</b>	
<b>7.2.1</b>	<b>Establishment</b>	An Ad Hoc/Standing Committee may be established by resolution of the Board, for any purpose or need of the Board and will convene as determined by the Committee. Each Ad Hoc/Standing Committee will report directly to the Board.
<b>7.2.2</b>	<b>Committee Composition</b>	Following consultation with Trustees, the Chair shall present for Board confirmation, appointments to all Standing and Ad Hoc committees, in accordance with Article 3.8.1 herein.
<b>7.2.3</b>	<b>Election of Chair</b>	Ad Hoc/Standing Committees shall elect a Chair at their first meeting.
<b>7.2.4</b>	<b>Initial Meeting</b>	An Ad Hoc/Standing Committee shall be first convened within one month of the date of the resolution appointing such committee and thereafter as determined by the Committee.
<b>7.2.5</b>	<b>Terms of Reference</b>	At their first meeting, Committees shall draft Terms of Reference, to include an outline of their mandate and timeline for completion, to be considered for approval at the next meeting of the Board. .
<b>7.2.6</b>	<b>Existence</b>	An Ad Hoc Committee is dissolved: <ul style="list-style-type: none"> <li>(a) automatically upon presentation of its final recommendation to the Board for approval; or</li> <li>(b) at any time upon resolution of the Board; and</li> </ul> in any event, at the end of the term of office for the Board.  Standing Committees shall cease to exist upon resolution of the Board and in any event, at the end of the term of office of the Board.
<b>7.2.7</b>	<b>Non Members</b>	An Ad Hoc Committee may include members who are not members of the Board, provided that the Committee Chair is a Trustee.
<b>7.2.8</b>	<b>Members Right to Speak</b>	The Committee chair shall bring reports of the Committee to the Board, and thereafter all Trustee members of an Ad Hoc/Standing Committee shall have the right to speak to the report.
<b>7.2.9</b>	<b>Chair – Member of Committees</b>	If not otherwise a member of the Committee, the Chair or, in the Chair’s absence, the Vice-Chair of the Board may attend any meeting of a committee of the Board as an <i>ex officio</i> , non-voting member. The presence of the Chair or Vice Chair shall not be counted towards quorum.
<b>7.2.10</b>	<b>Participation of Trustees Not Committee Members</b>	Any Trustee who is not a member of a committee may attend a committee meeting and may, with the recognition of the Chair, participate in a discussion, but may not vote or move any motion, nor shall such Trustee be counted towards quorum.
<b>7.2.11</b>	<b>Substitute Chair for Committees</b>	When a Committee Chair is unable to attend a meeting, the Committee members shall choose an interim chair to preside.
<b>7.2.12</b>	<b>Chair</b>	The Chair of the Board may serve as Chair of an Ad Hoc or Standing Committee.

<b>7.2.13</b>	<b>Report to the Board</b>	The Committee shall make recommendations to the Board only on matters falling within the Committees' Terms of Reference. Committees appointed to report on any matter referred to them by the Board shall report in writing to the Board. A minority of any committee may also submit a written report to the Board.
<b>7.3</b>	<b>STATUTORY COMMITTEES</b>	

<b>8.</b>	<b>ROLE AND DUTIES OF THE CHAIR AND VICE-CHAIR OF THE BOARD</b>	
<b>8.1</b>	<b>Role of Chair</b>	In addition to any other duties assigned under the Act or by resolution of the Board, the Chair of a Board shall, <ul style="list-style-type: none"> <li>(a) preside over meetings of the Board;</li> <li>(b) conduct the meetings in accordance with this By-Law or other procedures and practices for the conduct of Board Meetings, and shall preserve order and decide all questions of order subject to an appeal to the Board;</li> <li>(c) establish agendas for Board meetings, in consultation with the Board's Director of Education;</li> <li>(d) ensure that members of the Board have the information needed for informed discussion of the agenda items;</li> <li>(e) convey the decisions of the Board to the Board's Director of Education;</li> <li>(f) provide leadership to the Board in maintaining the Board's focus on the multi-year plan established under section 169.1 of the Act;</li> <li>(g) provide leadership to the Board in maintaining the Board's focus on the Board's mission and vision; and</li> <li>(h) assume such other responsibilities as may be specified by the Board.</li> </ul>
<b>8.2</b>	<b>Absence of Chair</b>	In the absence of the Chair for any meeting, or any part thereof, the Vice-Chair shall preside at the meeting and perform all duties appropriate to the Chair.
<b>8.3</b>	<b>Absence of Chair and Vice-Chair</b>	In the absence of both the Chair and the Vice-Chair and where there is a quorum in attendance, the Secretary or designate shall call the meeting to order and a temporary Chair shall be chosen by and from among the members present to preside over the meeting.
<b>8.5</b>	<b>Staff Working Groups</b>	When the Director requests a Trustee representative to sit on a Staff Working Group, the Chair may sit on the Working Group or select a Trustee designate based on interest, availability, and existing commitments. The Chair, in consultation with Trustee members, shall ensure an equitable distribution of Trustee membership on committees.
<b>8.6</b>	<b>Official Representative of the Board</b>	The Chair or designate chosen by the Chair from among the other Trustees shall be an official representative of the Board at all public functions.
<b>8.7</b>	<b>Signing Authority and Public Announcements</b>	The Chair shall be a signing officer of the Board and shall act as spokesperson to the public on behalf of the Board, unless otherwise determined by the Board for a specific matter. Where the Chair of the Board is making public announcements, he/she shall represent the position of the Board in accordance with Board direction.
<b>8.9</b>	<b>Chair - Reporting Absence</b>	The Chair shall notify the Vice-Chair of his or her impending absence or incapacity at the first possible opportunity.
<b>8.11</b>	<b>Vacating the Office of Chair or Vice-Chair</b>	In the event that the position of Chair or Vice-Chair becomes vacant, a Trustee shall be elected to fill the vacancy at the next Board meeting, in

		accordance with Article 3.6.3, except that the Chair shall conduct the election.
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<b>9.</b>	<b>AGENDA</b>	
<b>9.1</b>	<b>Provision of Draft Agenda to Trustees</b>	A draft agenda will be sent electronically to each member, seven (7) days prior to the next Regular meeting.
<b>9.2</b>	<b>Provision of Final Agenda – Regular Meetings</b>	For Regular Meetings of the Board, the final agenda and supporting documentation will be provided to each Trustee and Student Trustee on the Thursday preceding the date of the meeting and will at the same time be posted on the HCDSB website. Any Correspondence Items and Notices of Motion submitted by the deadline identified in Article 9.13 will be posted on the HCDSB website as soon thereafter as practicable and before the Call to Order of the meeting.
<b>9.3</b>	<b>Provision of Final Agenda – Special Board Meeting</b>	The Secretary shall notify each member of the Board of any Special Meeting of the Board and distribute the agenda and background material, where feasible, at least twenty-four (24) hours in advance of such meeting (including Saturdays, Sundays, and Statutory Holidays).
<b>9.5</b>	<b>Order of Business</b>	<p>The order of Business for Regular meetings of the Board shall be as follows:</p> <ol style="list-style-type: none"> <li>(1) <b>Call to Order</b> <ul style="list-style-type: none"> <li>○ Land Acknowledgement, Opening Prayer, Our Father, National Anthem</li> <li>○ Motions arising from an In-Camera meeting of the Committee of the Whole.</li> </ul> </li> <li>(2) <b>Approval of Agenda:</b> The agenda shall be confirmed and may be amended prior to being approved (Refer to Article 9.6 &amp; 9.7 of this By-Law).</li> <li>(3) <b>Declarations of Conflict of Interest:</b> The Chair calls for those members present to disclose any conflict of interest on any matter which is to be the subject of consideration at the meeting.</li> <li>(4) <b>Presentations:</b> Of general nature and recognizing outstanding achievements.</li> <li>(5) <b>Delegations:</b> Refer to delegations to the Board – Article 12 of this By-law.</li> <li>(6) <b>Consent Agenda Items:</b> Refer to Article 9.7 of this By-law.</li> <li>(7) <b>Approval of Minutes:</b> To be considered by Trustees only with respect to the accuracy of the minutes as recorded. Corrections, additions or deletions shall be presented as motions, voted upon and recorded in the minutes of the current meeting and, if approved, the changes will be made to the amended minutes.</li> <li>(8) <b>Business Arising from Previous Meetings:</b> Under this agenda item, a staff member may present new information related to business in the minutes of the previous meeting, and a Trustee may question staff with respect to any follow-up actions, but a Trustee may not re-open a debate or discussion previously closed.</li> <li>(9) <b>Action Items:</b> Reports presented requiring decision by resolution of the Board of Trustees.</li> <li>(10) <b>Staff Reports:</b> Staff reports as defined at Article 2.2 of this By-law are presented under this section.</li> </ol>

		<p>(11) <b>Information Reports:</b> Verbal or written Information Reports as defined at Article 2.14 of this By-law are presented under this agenda item.</p> <p>(12) <b>Miscellaneous Information:</b> Information as defined at Article 2.18 of this By-law is presented under this agenda item.</p> <p>(13) <b>Correspondence:</b> All correspondence requiring the collective decision of the Board and which has yet to be reviewed by the Board shall be tabled for Board consideration and direction as to how either the Chair or Secretary of the Board shall respond.</p> <p>(14) <b>Open Question Period (ten minutes)</b> – The Chair may recognize a member of the public in attendance at the meeting (refer to Article 13 of this By-Law)</p> <p>(15) <b>In-Camera:</b> The Board may resolve to go back to meeting In Camera for any unfinished business from the closed session preceding the Board meeting.</p> <p>(16) <b>Resolution re Absentees:</b> Any requests for approval under Article 5.5 of this By-law shall be considered.</p> <p>(17) <b>Adjournment/Closing Prayer</b></p>
9.6	<b>Items on the Agenda</b>	<p>Agenda of meetings of the Board shall be prepared by the Chair and Vice-Chair, in consultation with the Secretary. No matter shall be placed on the agenda of a meeting of the Board unless:</p> <ul style="list-style-type: none"> <li>• It results from the report from a Committee and relates to a matter that has been referred for action of the Board;</li> <li>• It is a report from Administration;</li> <li>• It is pursuant to a Notice of Motion made by an individual Trustee under the provisions of Articles 9.13 or 9.14, of this By-law;</li> <li>• It is a matter that, in the opinion of the Secretary, requires action by the Board as matter of urgency;</li> <li>• Any Trustee may request that an item, other than an action item, be placed upon the agenda and the Trustee shall give seven (7) days notice of such a request in writing to the Secretary. The Secretary and the Chair may in their discretion add such proposed agenda items to the agenda.</li> </ul>
9.7	<b>Consent Agenda</b>	<p>In preparing the agenda, the Chair and Vice-Chair, in consultation with the Secretary, may place any item(s) on the Consent Agenda that they believe will be non-controversial; possible examples include but are not limited to Approval of Minutes, Resolution re Absentees, and Action Items recommended to the Board from a Committee.</p> <p>During Approval of the Agenda, any Trustee or Student Trustee may require that any item or items on the Consent Agenda be moved to its/their usual place on the agenda.</p> <p>When the Consent Agenda is reached in the Order of Business, a single motion will be moved, seconded, and voted upon without debate to approve all the items on the Consent Agenda. If this motion is defeated, then each individual item on the Consent Agenda will be moved to its usual place on the agenda and considered individually at the appropriate time.</p>
9.8	<b>Items not included on the Final Agenda</b>	<p>Items not included on the Final Agenda (as described in 9.2, 9.3 and 9.6) shall be handled in the following manner:</p> <ul style="list-style-type: none"> <li>• Any item at a Regular Meeting of the Board for discussion or information only may be added to the agenda with the consent of</li> </ul>

		<p>two-thirds of members present and voting.</p> <ul style="list-style-type: none"> <li>Any item requiring action or policy decisions at the same Regular Meeting of the Board and any item at a Special Meeting of the Board shall only be added to the agenda with the unanimous consent of the members present and voting.</li> </ul> <p>After any items have been added to the agenda as above, the agenda as amended requires a majority vote for approval.</p>
<b>9.10</b>	<b>Agenda for Special Board Meetings</b>	The agenda for a Special Meeting of the Board shall be limited to the matters included in the notice of the meeting.
<b>9.11</b>	<b>Agenda for Meeting from which the public is excluded</b>	The agenda for an In Camera meeting of the Committee of the Whole Board is limited to the matters outlined in Article 2.13.
<b>9.12</b>	<b>Variation</b>	Variations in the Order of Business prescribed in Articles 9.5 of this By-Law shall be allowed upon approval by non-debatable resolution of the Board.
<b>9.13</b>	<b>Notice of Motion</b>	<p>A Trustee may place a Notice of Motion upon the agenda of the next regularly scheduled meeting. Such notice of motion:</p> <ul style="list-style-type: none"> <li>(a) Must be submitted in writing to the Secretary by 3:00 p.m. the day before the Regular Meeting of the Board unless Article 9.14 applies;</li> <li>(b) Shall take the form “At the next regular scheduled meeting of the Board I shall move or cause to be moved that...”;</li> <li>(c) May be accompanied by an explanatory note;</li> <li>(d) Will be printed in the agenda under Item 12 - Miscellaneous Information;</li> <li>(e) Shall be taken as read and recorded in the minutes, unless any Trustee requests that it be read in full; and</li> <li>(f) Shall not be subject of any debate or comment at the meeting at which it is first introduced.</li> </ul>
<b>9.14</b>	<b>Notice of Motion During a Meeting</b>	<p>Despite 9.13(a), a Trustee may submit a Notice of Motion during a Regular Meeting of the Board if it arises from and relates directly to the presentation of a Delegation, Information Item, or Staff Report at the meeting. Such a Notice of Motion:</p> <ul style="list-style-type: none"> <li>(a) Must be submitted in writing before the adjournment of that meeting;</li> <li>(b) Shall take the form “At the next regular scheduled meeting of the Board I shall move or cause to be moved that...”;</li> <li>(c) Shall be read aloud and recorded in the minutes; and</li> <li>(d) Shall not be subject of any debate or comment at the meeting at which it is introduced.</li> </ul> <p>The Chair will determine whether the Notice of Motion meets the criteria for this Article of the By-law to apply, and if not, the Chair will rule the Notice out of order under this Article and require that it be submitted in accordance with Article 9.13.</p>

10.	MOTIONS	
10.1	<b>Moved and Seconded</b>	All motions at meetings must be moved and seconded before being debated and considered for approval by the Board, except that motions brought to the Board on behalf of or on the recommendation of a Committee of the Board do not require a seconder. No motion shall be debated or put to a vote unless it has been read aloud and recorded.
10.2	<b>Authority to Read</b>	Any member may request the motion under discussion to be read at any time in the course of the debate, provided that no such request shall be made so as to interrupt a member speaking to the question. The Chair may decline a repeated request if the Chair deems that it is being used for dilatory purposes.
10.3	<b>Amendments in Writing</b>	Any substantial amendment must be submitted in writing.
10.4	<b>Open and Close Debate on Main Motion</b>	<p>The mover of a main motion under consideration by the Board shall have the option of opening and closing the debate on the motion. The mover may open debate for a time limit of five minutes and close debate for a period of up to three minutes. All other members may only speak once to the motion for a period of three minutes. No member shall speak longer than three minutes to a motion without leave of the Chair. This does not prohibit a member from raising a point of privilege or a point of order.</p> <p>In addition to the above time limits for debate, each member other than the mover will be allowed up to three minutes to ask questions through the Chair who will direct the question as appropriate; this time limit does not include time for the response to the question. If the question is directed through the Chair to the mover of the motion, the mover may choose to respond at the time, when they close debate, or not respond.</p>
10.5	<b>Open and Close Debate on Amendments</b>	The same procedures as in Article 10.4 of this By-Law will apply to amendments to a motion.
10.6	<b>Authority to Speak</b>	Any member desiring to speak shall indicate by up-raised hand and await recognition by the Chair. Speakers may only speak when recognized by the Chair.
10.7	<b>Speakers' List</b>	It is the responsibility of the Chair to maintain a speakers' list.
10.8	<b>Conduct of Member</b>	<p>A Member shall at all times:</p> <ul style="list-style-type: none"> <li>(a) Respect and abide by the Board's Code of Conduct;</li> <li>(b) Speak only after being recognized by the Chair (except to raise a point of order or point of privilege)</li> <li>(c) Address all debate, remarks, questions, or comments to the Chair; and</li> <li>(d) Confine all remarks, questions, or comments to the motion/issue which is the subject of debate.</li> </ul>
10.9	<b>Interruption</b>	No member shall be interrupted while speaking except to be called to order by the Chair or by a member on a point of privilege or a point of order. In such case, the member shall remain silent until the point has been decided by the Chair. A member so interrupting shall speak to the point of order or privilege only.

10.10	<b>Recognition of Motions</b>	<p>When a question is under debate, the following motions shall be recognized in order of precedence:</p> <table border="0"> <tr> <td style="vertical-align: top;"><b>Motion</b></td> <td style="vertical-align: top;"><b>Conditions</b></td> </tr> <tr> <td>To adjourn</td> <td>Not debatable See 10.27</td> </tr> <tr> <td>To Recess</td> <td>Not debatable</td> </tr> <tr> <td>To Suspend the rules</td> <td>Not debatable 2/3 vote</td> </tr> <tr> <td>To lay on the table</td> <td>Not debatable See 10.19</td> </tr> <tr> <td>Call the Question (End Debate and Vote Immediately)</td> <td>Not debatable 2/3 vote</td> </tr> <tr> <td>To postpone to a later time (defer)</td> <td>See 10.16</td> </tr> <tr> <td>To refer</td> <td>See 10.17</td> </tr> <tr> <td>To amend</td> <td>See 10.18</td> </tr> <tr> <td>To postpone indefinitely</td> <td>See 10.22</td> </tr> </table>	<b>Motion</b>	<b>Conditions</b>	To adjourn	Not debatable See 10.27	To Recess	Not debatable	To Suspend the rules	Not debatable 2/3 vote	To lay on the table	Not debatable See 10.19	Call the Question (End Debate and Vote Immediately)	Not debatable 2/3 vote	To postpone to a later time (defer)	See 10.16	To refer	See 10.17	To amend	See 10.18	To postpone indefinitely	See 10.22
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10.11	<b>Order of Precedence</b>	<p>The following order of precedence may be addressed to the Chair and in so doing interrupt the Trustee on the floor:</p> <table border="0"> <tr> <td style="vertical-align: top;"><b>Motion</b></td> <td style="vertical-align: top;"><b>Conditions</b></td> </tr> <tr> <td>Question of privilege</td> <td>Chair to determine</td> </tr> <tr> <td>Point of order</td> <td>Chair to rule</td> </tr> <tr> <td>Appeal (a decision of Chair)</td> <td>Requires a seconder. Not-debatable</td> </tr> <tr> <td>Objection to consideration</td> <td>Non-debatable, 2/3 vote required</td> </tr> </table>	<b>Motion</b>	<b>Conditions</b>	Question of privilege	Chair to determine	Point of order	Chair to rule	Appeal (a decision of Chair)	Requires a seconder. Not-debatable	Objection to consideration	Non-debatable, 2/3 vote required										
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10.12	<b>Subdivision of Question</b>	<p>When a question under consideration contains two or more distinct propositions, any particular propositions, upon the request of any member, may be considered and voted upon separately.</p>																				
10.13	<b>Chair Taking Part in Debate</b>	<p>Should the Chair elect to vacate the Chair to take part in any debate or discussion or for any other reason, the Chair shall call upon the Vice-Chair, or in the Vice-Chair's absence, one of the Trustees, to assume the duties of the Chair until the Chair resumes it. The Vice-Chair or any Trustee temporarily occupying the Chair, shall discharge all the duties and enjoy all the rights of the Chair during the ensuing proceedings only.</p>																				
10.14	<b>Point of Order</b>	<p>When the Chair is called upon to decide a point of order or privilege, , the Chair shall, before deciding, state the rule applicable to the case.</p>																				
10.15	<b>Order of Questions</b>	<p>All questions shall be put according to the order of precedence.</p>																				
10.16	<b>To Postpone</b>	<p>A motion to postpone to a certain time or day, takes precedence over motions to refer, to amend and to postpone indefinitely. Only the time to which the motion is postponed can be debated and is amendable (by altering the time).</p>																				
10.17	<b>To Refer</b>	<p>A motion to refer to a Standing Committee shall take precedence over a motion to refer to an Ad Hoc Committee or to Administration.</p>																				
10.18	<b>To Amend</b>	<p>After a resolution is moved and seconded, a motion to amend may be made; a motion to amend the amendment may be made. Only one amendment and one amendment to the amendment can be considered at one time.</p>																				
10.19	<b>To Lay on the Table</b>	<p>A motion to lay on the table is not debatable; and issued for the purpose of allowing the Board or Committee to deal with some other matter at the same meeting prior to dealing with the matter temporarily laid on the table. A matter laid on the table may be taken up from the table and dealt with at the same meeting or at the next regular meeting. If the matter is not taken up by the end of the next regular meeting, it is dropped.</p>																				

<b>10.20</b>	<b>To Withdraw</b>	After a motion is read by the Chair, it shall be deemed to be in possession of the Board. A motion may, by consensus, be withdrawn for the purpose of obtaining further relevant information and/or background to be included when this will serve to clarify the motion.
<b>10.21</b>	<b>To Reconsider</b>	The Board may set aside a vote taken on a motion in order to re-examine its action if a motion to reconsider is made at the same meeting as the original vote. The motion to reconsider may only be moved by a Trustee who voted with the prevailing side. The motion to reconsider must be decided at the same meeting, otherwise will be treated as defeated, and will require an affirmative vote of the majority of the members present and voting. If the motion to reconsider is adopted, the reconsideration may occur at the same meeting and must occur by the end of the next regular meeting, otherwise the original vote is final.
<b>10.22</b>	<b>To Postpone Indefinitely</b>	A motion to postpone indefinitely is to remove the main motion from the assembly's consideration for the session without a direct vote on it. The motion is debatable.
<b>10.23</b>	<b>Motion Lost</b>	A motion if lost, shall not again be entertained at the same meeting other than by Reconsideration.
<b>10.24</b>	<b>To Rescind</b>	The Board may annul an action it has taken at a previous meeting by a motion to rescind the objectionable resolution, order or other proceeding; and this motion will require an affirmative vote of two-thirds (2/3) of the members present and voting to pass. A motion to rescind any former action of the Board may be made by any member, provided that a written notice of intention to move the rescission shall have been given at a previous meeting of the Board. Once a motion to rescind has been decided in the negative, no further motion to rescind shall be entertained for the next twelve months without the unanimous consent of all Trustees present and voting on the matter. A motion to rescind is not in order if the previous resolution has been acted upon and cannot be reversed.
<b>10.25</b>	<b>Amend Something Previously Adopted</b>	A motion to amend something previously adopted is a main motion that requires notice and a majority vote to be adopted.
<b>10.26</b>	<b>Receipt of Reports</b>	To 'receive' means that the Board receives a report or document without denoting agreement or disagreement.
<b>10.27</b>	<b>To Adjourn</b>	A motion to adjourn shall be in order except when a Trustee is speaking, or a vote is taken. A motion to adjourn shall not be open to amendment or debate, but a motion to adjourn to a certain time may be amended and debated. After a motion to adjourn has been defeated, no second motion to the same effect shall be made until after some intermediate proceedings shall have been made.
<b>10.28</b>	<b>Recording of all Motions</b>	All motions, carried and defeated, must be recorded in the minutes.

<b>11.</b>	<b>VOTING</b>	
<b>11.1</b>	<b>Voting</b>	Every Trustee present, excluding those that have declared an interest as required by the Municipal Conflict of Interest Act, may vote on all resolutions before the Board. Although it is desirable that a Trustee should cast a vote on each resolution, the Chair has no power to compel



		a vote.
<b>11.2</b>	<b>Right to Vote</b>	Only Trustees present in person or by electronic means at the meeting when a vote is taken shall have the right to vote.
<b>11.3</b>	<b>Recounting Votes</b>	When a vote takes place on any motion, the votes of the Trustees may be recounted if requested by a Trustee immediately after the announcement of the result and before the next item of business has been reached.
<b>11.4</b>	<b>Affirmative Vote Required</b>	Except as otherwise provided in this By-Law or, where applicable, the current edition of <i>Robert's Rules of Order Newly Revised</i> , an affirmative vote shall require a majority of the votes of the Trustees who do vote (abstentions are not votes and are ignored in determining the result of a vote).
<b>11.5</b>	<b>Minimum Number</b>	Any matter, on which there are fewer than two Trustees eligible to vote at a Committee meeting, shall stand referred to the Board.
<b>11.6</b>	<b>Methods of Voting</b>	Although the method requested by any person eligible to vote should be used to the extent practicable, the particular method of voting to be used to dispose of any matter shall be governed by the following rules: <ul style="list-style-type: none"> <li>• By general (or unanimous) consent, in which the Chair exercising discretion, states that the motion will be adopted in the absence of objection;</li> <li>• By show of hands, in which each person eligible to vote raises their hand in response to the request of the Chair for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted;</li> <li>• For recorded vote, each person eligible to vote stands in place in response to the requests of the Chair for the votes in the affirmative and in the negative, as the case may be, until the Chair has called the name of each person as voting, respectively, in the affirmative, or in the negative.</li> <li>• All final motions under "Action Items" of Regular/Special Board Meetings as well as Regular/Special Board In-Camera Meetings require a recorded vote and will be included in the minutes of said meeting.</li> <li>• By ballot, if it specifically applies to the election of the Chair or Vice Chair, in which each person eligible to vote shall mark on a paper provided by the Secretary, the person's choice from among the available alternatives, the papers being collected and counted immediately thereafter by an appointed Scrutineer.</li> </ul>
<b>11.7</b>	<b>Ruling of the Chair</b>	The ruling of the Chair shall be final, subject only to an appeal of the ruling to the Board by a member. Such appeal requires a seconder and shall be voted upon immediately, without debate. A majority vote is required to overturn the ruling of the Chair.
<b>11.8</b>	<b>Student Trustees</b>	Student Trustee votes shall not be counted in determining any Board or Committee decision.
<b>11.9</b>	<b>Right of the Chair to Vote</b>	The Chair may vote with the other members of the Board upon all motions.
<b>11.10</b>	<b>Vote Lost on Equality</b>	Any motion on which there is an equality of votes is lost.
<b>11.11</b>	<b>Declaration of Result</b>	The Chair shall declare the result of all votes. After the Chair has put a question to vote, there shall be no further debate and no member shall walk across or out of the room. The decision of the Chair as to whether the question has been finally put shall be conclusive.

12.		<b>DELEGATIONS AND SUBMISSIONS</b> <b>Policy I-06</b>
12.1	<b>Purpose</b>	A delegation wishing to make a presentation to the Board will submit the request in writing to the Secretary of the Board.
12.2	<b>Request to be Heard</b>	The request shall be received by the Secretary at least seven (7) days prior to the meeting of the Board.
12.3	<b>Nature of the presentation</b>	The request shall outline in some detail the nature of the presentation and indicate who the spokesperson will be for the group or organization.
12.4	<b>Brief</b>	A copy of the complete presentation must be provided to the Secretary of the Board at least four (4) business days (by 1:00 p.m.) prior to the Regular Board meeting. The presenter(s) will highlight the pertinent points in their presentation to the Board.
12.5	<b>Time Available – Delegations</b>	The delegation will be allowed a time of ten (10) minutes for their presentation.
12.6	<b>Trustee Questions</b>	Each Trustee and Student Trustee may ask up to two (2) questions for clarification purposes which must be based directly on the material presented in the delegation. Each Trustee and Student Trustee will have a maximum of three (3) minutes to ask their clarification questions, which includes time for the response.
12.7	<b>Commercial Enterprises Prohibited</b>	Commercial enterprises are prohibited from appearing before the Board as a delegation for purposes of promoting their products/services.
12.8	<b>Response from the Board</b>	The Board shall automatically receive the delegation as information unless a motion is adopted to refer the matter to a committee, or request a staff report on the matter to be considered at a future meeting. Once disposition if any is determined, the Secretary of the Board will communicate the Board's decision in writing to the spokesperson for the group or organization.

13.		<b>OPEN QUESTION PERIOD</b>
13.1	<b>Purpose</b>	The purpose of the Open Question Period is to allow specific questions to the Board on any aspect of the Board's public operations.
13.2	<b>Requirements</b>	Questions shall be submitted, in writing or electronically, prior to the commencement of the meeting, along with the name, address and telephone number of the questioner.
13.3	<b>Appropriateness of Questions</b>	The Chair will determine whether the question is appropriate for the meeting for which it has been submitted.
13.4	<b>Timing</b>	The open question period will last a maximum of ten (10) minutes, with each questioner allowed a maximum of two (2) minutes.
13.5	<b>Response</b>	The Chair will attempt to provide a response or direct the question to another Trustee or the Director of Education. If no immediate response can be given, a response will be communicated to the questioner at the earliest possible date. Copies of any written response to a question will be provided to Trustees and added to the minutes of a subsequent meeting.
13.6	<b>Out of Order</b>	Questions concerning the character or performance of named individuals or positions identified as such (students, teachers, staff, citizens or Trustees) shall be ruled out of order by the Chair and shall not be considered by the Board.
13.7	<b>Employees of the Board</b>	Employees of the Board or representatives of employee groups shall not utilize the Open Question Period to express their views relative to their

		employment or professional interests.
<b>13.8</b>	<b>Questions/Petitions/Enquiries</b>	All questions, petitions, enquiries or communications on any subject shall, upon presentation, be referred by the Chair to the appropriate meeting without a motion, unless otherwise determined by a majority of all members present.

<b>14.</b>	<b>AMENDMENT OF BY-LAW</b>	
<b>14.1</b>	<b>Notice and Vote Required</b>	This By-law may be amended by the affirmative vote of the majority of the members of the Board, provided that written notice was given as per Article 14.2 of this By-law.
<b>14.2</b>	<b>Purpose</b>	An individual Trustee may give written notice of motion to amend the By-law. Such notice will automatically be referred to the Policy Committee for study and report back to the Board.
<b>14.3</b>	<b>Review Process</b>	This By-law shall be reviewed no less than every four (4) years by the Board.
<b>14.4</b>	<b>Temporary Suspension of By-Law - Voting</b>	The Board may temporarily suspend a provision of this By-law by a two-thirds (2/3) vote, except where the provision is grounded in an obligation imposed by law.
<b>14.5</b>	<b>Timing of Suspension</b>	A temporary suspension of the By-law shall expire at the end of the meeting in which the By-Law is suspended, unless the Board sets an earlier expiry time.

<b>15.</b>	<b>REPORTING BY WAY OF MINUTES</b>	
<b>15.1</b>	<b>Reporting</b>	Every Committee shall report to the Board after each of its meetings by way of the delivery of Minutes in either approved or unapproved form, segregating matters that have been considered in public session from those that have been considered in private session and no public disclosure shall be made of these matters considered in private session.
<b>15.2</b>	<b>Duty of the Board</b>	The Board shall keep minutes of all Board meetings.
<b>15.3</b>	<b>Content of Minutes</b>	Minutes of meetings of every committee and Board meeting shall contain the following information: <ul style="list-style-type: none"> <li>• The name of the body meeting;</li> <li>• The date of the meeting and time the meeting was called to order;</li> <li>• Whether the meeting was a regular or special meeting;</li> <li>• The name of each Trustee who has disclosed any interest in any matter on the agenda of such meeting, an identification of the matter in which the Trustee disclosed the interest and, if the public was not excluded from the meeting, the general nature of the interest disclosed;</li> <li>• The names of the Trustees, senior staff, external consultants, Board auditors or Board solicitors who were present, noting the time of arrival and departure if different from the times of the Call to Order and Adjournment;</li> <li>• The resolutions and recommendations adopted by the Board;</li> <li>• The time of adjournment.</li> </ul>

<b>16.</b>	<b>DUTIES AND POWER OF SCHOOL TRUSTEES</b>	
<b>16.1</b>	<b>Duties of the Board</b>	As members of the Board, representing all Catholic School ratepayers in the Regional Municipality of Halton, Trustees recognize: That the duties of the Halton Catholic District School Board and its Trustees shall be the duties as defined in the Education Act and in the Statutes and Regulations of Ontario, and as prescribed by the Minister of Education, the By-laws, Policies and Procedures, Mission and Vision Statement of the Halton Catholic District School Board and the Declaration of Office.
<b>16.2</b>	<b>Governing Power</b>	Members will exercise their power to govern only as Trustees of the corporate body, and not as individuals.

<b>17</b>	<b>CODE OF CONDUCT</b>	
<b>17.1</b>	<b>Breach of Code of Conduct</b>	<p>A Trustee who has reasonable grounds to believe that another Trustee has breached a provision of the Code of Conduct may bring the alleged breach to the attention of the Board.</p> <p>If an alleged breach is brought to the attention of the Board, the Board shall conduct an inquiry into the matter and shall, based on the results of the inquiry, determine whether there has been a breach.</p> <p>If the Board determines that a Trustee has breached a Code of Conduct provision, the Board may impose one or more of the following sanctions:</p> <ul style="list-style-type: none"> <li>(a) Verbal warning by the Chair.</li> <li>(b) A letter of warning.</li> <li>(c) Censure of the Trustee.</li> <li>(d) Barring the Trustee from attending all or part of a meeting of the Board or a meeting of a committee of the Board.</li> <li>(e) Barring the Trustee from sitting on one or more committees of the Board, for the period of time specified by the Board.</li> </ul> <p>A Trustee who is barred from attending all or part of a meeting of the Board, or a meeting of a committee of the Board, is not entitled to receive any materials that relate to that meeting or that part of the meeting and that are not available to the members of the public.</p> <p>In appropriate circumstances, the Board may also resolve to disassociate the Board from any action or statement of a Trustee.</p> <p>If a Board determines that a Trustee has breached the Code of Conduct, the Board shall give the Trustee written notice of the determination and of any sanction imposed by the Board.</p> <p>The notice shall inform the Trustee that he or she may make written submissions to the Board in respect of the determination or sanction by the date specified in the notice that is at least 14 days after the notice is received by the Trustee.</p>

	<p>The Board shall consider any submissions made by the Trustee and shall confirm or revoke the determination within 14 days after the Trustee’s submissions are received.</p> <p>If the Board revokes a determination that a Trustee has breached the Code of Conduct, any sanction imposed by the Board is also revoked.</p> <p>If the Board confirms a determination that a Trustee has breached the Code of Conduct, the Board shall, within 14 days after the Trustee’s submissions were received, confirm, vary or revoke the sanction(s) imposed by the Board.</p> <p>If a sanction is varied or revoked, the variation or revocation shall be deemed to be effective as of the date the original determination about the alleged breach was made by the Board.</p> <p>Despite subsection 207(1) of the <i>Education Act</i> which requires meetings of the Board to be open to the public, but subject to the requirements below for specific resolutions of the Board to be made in public, the Board may close to the public the part of the meeting during which a breach or alleged breach of the Code of Conduct is considered when the breach or alleged breach involves any of the following matters:</p> <ul style="list-style-type: none"> <li>(a) the security of the property of the Board;</li> <li>(b) the disclosure of intimate, personal or financial information in respect of a member of the Board or committee, an employee or prospective employee of the Board or a pupil or his or her parent or guardian;</li> <li>(c) the acquisition or disposal of a school site;</li> <li>(d) decisions in respect of negotiations with employees of the Board; or</li> <li>(e) litigation affecting the Board.</li> </ul> <p>The Board shall do the following things by resolution at a meeting of the Board, and the vote on the resolution shall be open to the public:</p> <ul style="list-style-type: none"> <li>(a) Make a determination that a Trustee has breached the Code of Conduct.</li> <li>(b) Impose a sanction on a Trustee for the breach.</li> <li>(c) Confirm or revoke a determination regarding a Trustee’s breach.</li> <li>(d) Confirm, vary or revoke a sanction after confirming or revoking a determination regarding a Trustee’s breach.</li> </ul> <p>A Trustee who is alleged to have breached the Code of Conduct shall not vote on any of the resolutions listed above.</p> <p>When a resolution listed above is approved, the resolution shall be recorded in the Minutes of the meeting.</p> <p>The <i>Statutory Powers Procedure Act</i> does not apply to any the enforcement provisions under section 218.3 (14) of the <i>Education Act</i>.</p> <p>Nothing in this provision prevents a Trustee’s breach of the <i>Municipal Conflict of Interest Act</i> from being dealt with in accordance with that <i>Act</i>.</p>
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