

# Board Procedural Bylaw

• 2022

## BOARD PROCEDURAL BYLAW

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

**1:01** The Inaugural Meeting of the newly elected Board shall be held within the time period prescribed or permitted by the Ontario Education Act and its regulations, each as amended and/replaced from time to time (Education Act) following the election of the Board.

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

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

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

**2:01** In each year at the first meeting of the board of the Bloorview School Authority (Board) at which a majority of all the Board members (individually a Member and, collectively Members) is present, they shall elect one of the Members to be Board Chair.

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

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

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

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

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

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

**3:00**  
**ELECTION OF BOARD VICE CHAIR**

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

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

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

#### **4:00**

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

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

**4:02** No action by the Board shall be invalid solely due to a vacancy in the office of the Board Chair or Board Vice Chair, or Board.

#### **5:00**

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

**5:01** A Member's primary responsibility is to provide leadership and governance and to represent the Bloorview School Authority to all stakeholders.

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

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

**6:00**

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

**BOARD CHAIR**

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

**6:02** The Board Chair is responsible for the management of the affairs of the Board including the Board being organized properly, functioning effectively and meeting its obligations and responsibilities.

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

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

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

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

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

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

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

### **BOARD VICE CHAIR**

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

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

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

### **BOARD SECRETARY**

**6:12** The Board Secretary shall oversee the custody of the books of record of the School Authority including correct minutes of all meetings of the Board and its committees. The Board Secretary shall also provide or cause to be provided proper notification of Meetings is given to Members. The Board may prescribe other duties to the Board Secretary as required.

### **HOSPITAL REPRESENTATIVES**

**6:13** The Chief Executive officer or delegate thereof may attend public board meetings in an ex-officio non-voting capacity. All policies pertaining to code of conduct, conflicts of interest and confidentiality will apply to a Hospital representative attending Board meetings.

**7:00**

### **RULES OF ORDER**

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

**8:00**

### **BOARD COMMITTEES**

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

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

c) The Board may create or dissolve any other Standing Committee from time to time.

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

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

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

**8:05** Secretarial-resource assistance will be appointed for each committee by the Supervisory Officer or delegate.

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

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

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

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

## **9:00**

### **REGULAR BOARD MEETINGS**

**9:01** The Board shall set the time and place of, and mode of calling and conducting, regular meetings. The start time for regular Board meetings should be established at the inaugural meeting.

**9:02** The Board shall operate under a consent agenda model (see 9:08)

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

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

**9:05** If there is no quorum present within thirty minutes after the time appointed for the meeting the Director or delegate shall record the names of those Members present and a state of adjournment shall continue to exist until the next regular or special meeting. Should a quorum

cease to exist during a meeting, the Director or delegate shall record the names of those Members seated at their designated place and the meeting shall forthwith adjourn.

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

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

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

(b) The recommendation or motion was made directly related to an agenda item as printed on the agenda sent to the Board prior to the meeting;

(c) The recommendation or motion was made with all of the Members in attendance agreeing to consider the recommendation or motion.

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

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

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

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

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

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

(a) To put the question.

(b) To table. (debatable as to duration – 9:12)

(c) To adjourn.

(d) To refer for study by a stated group. (debatable as to duration – 9:12).

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

(a) In writing to the resource of the Board five calendar days prior to a Board meeting, signed by the mover and seconder.

(b) Orally at a Board meeting for possible consideration at the next regularly scheduled Board meeting.

**9:15** Any resolution, when once decided by the Board at a regular or special meeting, shall not be reconsidered by the Board for a twelve-month period unless a motion to reconsider be approved by a majority **[Note to draft: I'm not sure if this is where we ended up?]**of the Members present at a regular meeting of the Board.

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

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

**9:18** **[Note to draft: This is in the printed version but not the electronic version] Attendees at in-camera meetings may consist of the Members, the Supervisory Officer and those invited by the Board Chair to speak to a matter.**

## **10:00 BOARD AGENDA**

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

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

Presentations

1. Call to Order
2. Agenda Approval
3. Declaration of Conflict of Interest
4. Delegations
5. Report from Holland Bloorview Hospital
6. Report from School Principal
7. Report from Supervisory Officer
8. Action Items
9. Information Items
10. Finance



11. Trustee Enquiries
12. Items of Interest
13. Correspondence
14. In Camera Session
15. Report from Committee of the Whole
16. Next Meeting
17. Adjournment

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

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

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

## **11:00 BOARD DELEGATIONS**

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

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

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

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

- (a) Collective agreements to which the Board is a party.\*
- (b) Employee organizations to which the speaker is, or is eligible to be, a member.\*

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

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

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

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

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

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

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

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

## **12:00**

### **SPECIAL BOARD MEETINGS**

**12:01** The Board Chair shall cause a special Board meeting (Special Board Meeting) to be held at the Board Chair's discretion or as the result of a written request by two Members. The Board Chair shall set the time and place of, and mode of calling and conducting, any Special Board Meeting.

**12:02** **The Board Chair shall use reasonable efforts to provide** at least 24 hours' prior notice before a Special Board Meeting but may provide less prior notice if the circumstances reasonably warrant..

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

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

## **13:00**

### **ACCESS TO BOARD MEETINGS**

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

**13:02** Regular rules of procedure shall prevail in in-camera meetings.

## **14:00**

### **COMMITTEE OF THE WHOLE**

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

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

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

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

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

## **15:00**

### **BOARD POLICY**

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

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

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

## **16:00**

### **AMENDMENT OF BOARD PROCEDURAL BYLAW**

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

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

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

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

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

**18:01** At the request of any Member, the Board shall provide that Member with electronic means for participating in meetings of the Board or of a Committee of the Board, including a Committee of the Whole Board, provided that such means shall not be provided to a Member if to do so would breach and any requirement of the Education Act

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

**18:03** At all meetings of the Board or of the Committee of the Whole Board, in addition to the usual requirements for quorum, the personal presence of any Member (in the meeting room at the School Authority) shall be in accordance with the Education Act.

**18:04** At all meetings of Committees of the Board other than the Committee of the Whole Board, in addition to the usual requirements for quorum, the personal presence of any Member (in the meeting room at the School Authority) shall be in accordance with the Education Act.

**18:05** Except those Committee meetings from which the public has been excluded, the meeting room of the Board or of a Committee of the Board, as the case may be, shall be open to permit physical attendance by members of the public at every meeting of the Board or of the Committee of the Board, regardless of whether one or more Members participate at such meetings electronically, except where prohibited by law or the Board does not have any attendees attend in person, such as may occur during a pandemic. In such case, members of the public may attend the meeting of the Board or of the Committee of the Board by electronic means.

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

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