BOARD GOVERNANCE BYLAWS

NOVEMBER 18, 2025

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SECTION 1: GENERAL

1.1 Purpose of Bylaws

1.1.1 These Bylaws are enacted and administered by the Board of Trustees with support from the Director of Education and designated staff.

1.1.2 The Bylaws are the fundamental rules that support a policy model of governance and together, with the Rules of Order, prescribe the actions of Members and Student Trustees in Board and Committee Meetings and advance democratic decision-making through fair and respectful dialogue and debate.

1.1.3 The Bylaws are based on the following principles of effective governance:

(a) The majority of Members have the right to decide on a matter;
(b) The minority of Members have a right to be heard; and
(c) All Members and Student Trustees have the right to:

(i) appropriate information to assist in decision-making, unless prohibited by law;
(ii) efficient, effective and professional meetings;
(iii) be treated with respect and courtesy, and
(iv) equal rights, privileges and obligations.

1.2 Application and Scope

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

Provisions in these Bylaws cannot be suspended unless the particular bylaw provision provides for its own suspension. The suspension of a rule of order, including a special rule of order is described in Section 1.3.2.

These Bylaws apply to all Members and to the following Committees comprised of Trustees only; Committee of the Whole, Standing Committee(s), and Ad Hoc Trustee Committee(s), as defined in Section 1.5.

Certain provisions apply to Student Trustees.

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

Advisory Committees, which include Trustees and Educational Community members, will follow Terms of Reference approved by the Board, in accordance with Sections 4.9.

1.3 Rules of Order

1.3.1 The rules contained in the current edition of Robert's Rules of Order shall govern the Board in all cases to which they are applicable, except where they are inconsistent with these Bylaws, any special rules of order the Board may adopt, or legislation.

1.3.2 Rules, in the nature of a rule of order, including any special rules of order contained in these Bylaws, may be suspended during a Meeting by a Two-Thirds Vote and the suspension is only for that meeting.

1.4 Amendments to Bylaws

1.4.1 Review Cycle

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

The Board's Policy and Bylaw Committee is authorized to consider and make recommendations to the Board regarding any amendments to the GECDSB Bylaws, and any Board special rules of order. An individual Member or Student Trustee may submit written notice of a bylaw amendment to the Policy and Bylaw Committee for consideration.

1.4.2 Advance Notice

Only the Policy and Bylaw Committee may give advance written notice of a Bylaw amendment. No individual Member or Student Trustee may give advance written notice of a Bylaw amendment.

Advance notice must be given by the Policy and Bylaw Committee at the previous regular Board Meeting for consideration to amend the Bylaws at a subsequent regular Board Meeting or Special Meeting.

1.4.3 Two-Thirds Vote Requirement

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

1.4.4 Housekeeping Changes

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

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

1.4.5 Technical Errors and Omissions

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

1.5 Definitions

For the purpose of these Bylaws, the following definitions will apply:

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

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

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

"Adjourn" means to end a meeting;

"Advisory Committee" means an Advisory Committee approved by the Board which includes members of the Educational Community, in addition to Trustees, for the purpose of providing community advice and input on specified areas of the Board's responsibilities. Special Education Advisory Committee and Greater Essex County (GEC) Parent Involvement Committee (also known as Parent Involvement Committee in the *Education Act*) are Statutory Committees and not advisory committees within this definition;

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

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

"**Announcements**" means a timed item on a regular Board meeting agenda where trustees are given an opportunity to highlight the good work of the staff, students and parents of the GECDSB by publicly announcing special initiatives and events of the GECDSB and its partners. This item is generally not used to announce routine activities of individual trustees in fulfilling their responsibilities to the school community;

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

"Appeal Ruling of Presiding Officer" means to move a motion to appeal a ruling of the Presiding Officer regarding parliamentary procedure, including on a point of order, or applicability of these Bylaws, GECDSB Terms of Reference, GECDSB policies; or law;

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

"**Board Office**" The Board head office and meeting room for Board Meetings and Committee Meetings is 451 Park Street West, Windsor, Ontario

"Board Meeting" means a meeting of the "Board of Trustees";

"Board Work Plan" means a plan developed by the Chair and Director of Education and used by GECDSB senior staff to schedule and monitor the Board's work at Board Committees;

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

"Chair" means the Chairperson of the Board;

"Closed Session", which may be referred to as **"Private Session"**, means a Meeting or a portion of a Meeting of the Board or Committee, which is closed to the public in accordance with the *Act* and in accordance with Section 5.4 of these Bylaws;

"Code of Conduct" means the Trustee Code of Conduct for the GECDSB;

"Committee" means the following Committees comprised of only Trustee Members, established pursuant to these Bylaws; Committee of the Whole, Standing Committee(s), and Ad Hoc Trustee Committee(s);

"Committee Chair" means the chair of a Committee;

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

"Committee Vice-Chair" means the vice-chair of a Committee;

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

"Delegate" means the individual who speaks or submits a written statement to a Standing Committee or Committee of the Whole , as described in Section 6.3 Delegations

"Delegation" means the action of speaking or submitting a written statement by a Delegate to a Standing Committee or Committee of the Whole Meeting as described in Section 6.3 Delegations;

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

"Director" means the Director of Education, Secretary, Chief Education Officer, and Chief Executive Officer of the GECDSB;

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

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

"Ex-Officio Member" means a member of a Committee by virtue of holding the office of the Chair or Vice-Chair of the Board, in the absence of the Chair. An Ex-Officio member is not a regular member of a Committee and does not through their attendance at a Committee Meeting increase the size of the Committee for the purposes of calculating a simple majority for Quorum purposes (i.e. the minimum number of regular members of a Committee necessary to conduct a Committee Meeting). An Ex-Officio Member's attendance does count towards reaching the minimum number of members necessary for a Quorum. Ex-Officio Members may vote at Committee Meetings, move or second a motion and have the right to participate in the proceedings of those Committees but is not obligated to do so;

"External Organization" means organizations external to the GECDSB with Trustee representation by invitation;

"**GECDSB**" means the Greater Essex County District School Board;

"Inaugural Meeting" means the first Board Meeting held not later than seven (7) days after the day on which the term of office of the Board commences(November 15) after the Board is

elected at a regular election under the *Municipal Elections Act, 1996* (or a Board is appointed or elected other than at a regular election);

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

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

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

"Meeting" means any meeting of the Board or its Committees (defined in Section 1.5);

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

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

"New Business" means action items identified by the Chair and Director.

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

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

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

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

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

"Organizational Meeting" occurs in year 2, 3 and 4 of the Term of Office and shall be held on or after the anniversary of the date the Term of Office of the Board began.

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

"Point of Order" is used by a Member in a Board or Committee Meeting to address a perceived breach of law, parliamentary procedure, rules of order, or GECDSB Bylaws, policies or Governance Directives;

"Postpone Indefinitely" means to postpone a motion under consideration, which, when postponed indefinitely, cannot be discussed or reintroduced at the same Meeting. The matter can only be brought up again at a later date in accordance with Section 5.32.4, *Failed Motion or Motion Previously Not Dealt With*;

"Present", for the purpose of these Bylaws, means in attendance at a Board or Committee Meeting, either physically or by electronic means, in accordance with the *Act*;

"Presiding Officer" means the person who presides over a Board or Committee Meeting and interprets these Bylaws, Roberts Rules of Order, or any special rules of order or in the first instance but subject to a Point of Order and/or Appeal the Ruling of the Presiding Officer;

"Private Session" means **"Closed Session"**, as defined above;

"Public Session" means **"Open Session"**, as defined above;

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

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

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

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

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

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

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

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

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

"Special Meeting" means a Board Meeting, Committee of the Whole Meeting, Standing Committee Meeting or Ad Hoc Trustee Committee Meeting that is called to deal with time-sensitive matters (including matters that may require extensive time to consider) or Emergency Business, in accordance with Section 5.7 of these Bylaws;

"Standing Committee" means a committee, generally of a permanent nature, established by the Board in accordance with its responsibilities, as outlined in the *Act*. The current Standing Committees are: (1) Finance and Facility Services Committee, (2) Policy and Bylaw Committee, and (3) Learning, Equity and Well-Being Committee;

"Statutory Committee" means any committee that the Greater Essex District School Board is required to establish by law. The current Statutory Committees are: (1) Audit Committee, (2) Greater Essex County (GEC) Parent Involvement Committee (known as a Parent Involvement Committee in the *Act*), (3) Special Education Advisory Committee, (4) Supervised Alternative Learning Committee, (5) Director of Education Performance Appraisal Committee, and (6) Student Discipline Committee;

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

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

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

"**Terms of Reference**" shall be approved by the Board for all Committees and Advisory Committees and shall include the mandate of the committee, describe the membership composition, how the chair of the committee is elected or appointed, unless expressly provided for in these Bylaws, reporting mechanisms and timelines, as well as renewal and dissolution provisions, where applicable;

"Trustee" means **"Member"**, as defined above;

"**Trustee of the Month**" is chosen by the Chair and Vice-Chair in consultation with the Director;

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

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

"Year" means calendar year, unless otherwise indicated.

SECTION 2: ROLES AND RESPONSIBILITIES

2.1 Board of Trustees

2.1.1 The Board of Trustees is the collective governing body of the GECDSB. Its decision-making authority rests with the entire Board of Trustees and not with individual Trustees.

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

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

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

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

2.2 Trustees

2.2.1 Individual Trustees are required to do the following;

(a) Make and file with the Secretary of the Board the Declaration of Office described in s.209 of the *Act*;
(b) Sign the Code of Conduct acknowledgement and undertaking each year on or before the date of the Organizational Meeting;
(c) Attend and participate in Meetings of the Board and Committees, including Statutory and Advisory Committees of which they are a member;
(d) Bring the concerns of parents, students and the GECDSB's supporters to the attention of the Board (using Board-approved methods);
(e) Uphold the implementation of any Board resolution after it is passed by the Board;
(f) Entrust the day-to-day management of the GECDSB to its staff through the Director;
(g) Maintain a focus on student achievement and well-being;
(h) Consult with parents, students and the GECDSB's stakeholders on the Board's Multi-Year Strategic Plan;
(i) Comply with the Code of Conduct;
(j) Declare any pecuniary interest, whether direct, indirect, or deemed, in accordance with the *Municipal Conflict of Interest Act* at Board and Committee Meetings, including Statutory and Advisory committee meetings;
(k) Not be Present at a Closed Session for matters where they have declared a conflict of interest;
(l) Maintain confidentiality by not disclosing to anyone confidential information acquired by virtue of their office or during Closed Sessions, unless otherwise required by law or a GECDSB policy;
(m) Carry out their responsibilities in a manner that assists the Board in fulfilling its duties under the Act' and
(n) Confirm regrets with reasons to the Director's office at least three (3) hours, if possible, prior to a Board Meeting or Committee Meeting, Advisory Committee meeting or Statutory Committee meeting of which the Member is a member.

2.3 Board Chair and Vice-Chair

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

2.3.2 The Board Chair;

(a) Presides over Meetings of the Board;
(b) Presides over Committee of the Whole Open (Public) Sessions (unless the Chair is absent, then the Vice-Chair shall preside). The Trustee of the Month will fill in as Vice-Chair;
(c) Must be physically present, unless their designate is physically present, in the meeting room for all regular Board and Committee of the Whole Meetings,

unless all schools of the GECDSB are closed, as described in Electronic Meeting and Meeting Attendance Regulation 463/97;

(d) Establishes Agendas for Board Meetings, in consultation with the Board's Director or Designate and the Vice-Chair;
(e) Conducts Meetings in accordance with these Board Bylaws and any applicable GECDSB policies;
(f) Maintains order in Board Meetings and Committee of the Whole Open (Public) Session, including to preserve order and decorum and decide all questions of order subject to an Appeal Ruling of Presiding Officer;
(g) Ensures that Members and Student Trustees have the information needed for informed discussion of the Agenda items;
(h) Acts as spokesperson to the public on behalf of the Board of Trustees, unless otherwise decided by the Board;
(i) Conveys the decisions of the Board to the Director;
(j) Provides leadership to the Board in maintaining the Board's focus on the Multi-Year Strategic Plan established under the *Act*;
(k) Provides leadership to the Board in maintaining the Board's focus on the GECDSB's mission and vision;
(l) Is an Ex-Officio Member of all Committees;
(m) Monitors the attendance and expenses of Trustees and address any potential, perceived, or actual violations of these Bylaws, GECDSB policies, the Act or any other applicable legislation. The Chair will discuss the concern with the affected Trustee when it arises and then if necessary, report the matter to the Board for appropriate action;
(n) Decide on requests by Trustees to participate electronically in Meetings in accordance with Electronic Meeting and Meeting Attendance Regulation 463/97 and any applicable GECDSB policy or guideline; and
(o) Assumes such other responsibilities as may be specified by the Board.

2.3.3 The Vice-Chair:

(a) may perform the duties of the Chair during a temporary absence of the Chair;
(b) presides at Committee of the Whole Closed (Private) Sessions; and
(c) monitor the attendance and expenses of the Chair and address any potential, perceived or actual violations of these Bylaws, GECDSB policies, the Act or any other applicable legislation. The Vice-Chair will discuss the concern with the Chair when it arises and then if necessary, report the matter to the Board for appropriate action;

2.3.4 A Chair and Vice-Chair will be elected each year at the Inaugural and Organizational Meetings, as the case may be, in accordance with the election process in Section 3.5. The term of office of the Chair and Vice-Chair shall be for one (1) year or until their successors are elected and will commence upon the date of their election.

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

2.3.6 If a vacancy occurs in the office of the Chair or Vice-Chair, at the first meeting of the Board after a vacancy occurs, the Board shall elect one of themselves to be Chair or Vice-Chair, as the case may be, and the newly elected person will hold the office from the date of their election until the election of a Chair or Vice-Chair at the next Organizational Meeting, or until their successor is elected. Any election will be conducted in accordance with the election process in Section 3.5.

2.4 Committee Chair or Vice-Chair

2.4.1 The Committee Chair or Vice-Chair (in the Chair's absence):

(a) Presides over Meetings of the Committee;
(b) Establishes Agendas for Committee Meetings, in accordance with Section 5.15;
(c) Conducts Committee Meetings in accordance with these Board Bylaws;
(d) Ensures that members of the Committee have the information needed for informed discussion of the Agenda items; and
(e) With the assistance of assigned staff, puts forward minutes and recommendations to the Board on behalf of the Committee.

2.4.2 The term of office of the Standing Committee chair and vice-chair shall be for one year or until their successors are elected and will commence upon the date of their election. There is no limit to the number of terms a Standing Committee chair or vice-chair may serve.

2.4.3 Standing Committee and Ad Hoc Trustee Committee(s) Terms of Reference will specify when the chair and vice-chair of the committee will be elected, their term of office, and the process for filling a vacancy in those offices; and may specify that the committee chair and vice-chair may serve a term that coincides with the length of mandate of the Ad Hoc Trustee Committee or until their successors are elected.

2.5 Student Trustees

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

(a) Have the same opportunities to participate at Meetings of the Board and Committees, including Advisory and Statutory Committees, as Members of the Board, except as restricted by the *Act*;
(b) May request that a matter before the Board be put to a Recorded Vote;

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

2.6 Director of Education

2.6.1 The Director of Education is appointed by the Board, responsible for the day-to-day management and administration of all schools and departments and, within policies established by the Board, the development and maintenance of an effective organization and the programs required to implement such policies.

2.6.2 The Director serves as the Chief Education Officer, Chief Executive Officer and Secretary to the Board.

2.6.3 The Director presides at the Inaugural and Organizational Meeting until the Chair is elected.

2.6.4 As Secretary to the Board, the Director or Designate will:

(a) Determine the times and location for the Meetings of the Board and Committees in conjunction with the Board of Trustees;

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

2.6.5 The Director may delegate their authority in writing to staff of the GECDSB to carry out duties and responsibilities as defined by these Bylaws.

2.6.6 The Director or their Designate must be physically present in the meeting room for each Board Meeting and each Committee meeting, unless all schools of the GECDSB are closed in accordance with the Electronic Meeting and Meeting Attendance Regulation 463/97.

2.6.7 The responsibilities and duties of the Director are defined in their contract and the Act and include, but are not limited to:

(a) Annually review with the Board the multi-year plan, implement and monitor it and ensure that it establishes the Board's priorities and identifies specific measures and resources that will be applied in achieving those priorities and in carrying out its duties under the Act, and report periodically to the Board on its implementation;
(b) Immediately upon discovery bring to the attention of the Board any act or omission by the Board that in the opinion of the Director may result in or has resulted in a contravention of the Act; and
(c) If the Board does not respond in a satisfactory manner to an act or omission brought to its attention advise the Deputy Minister of Education of the act or omission.

2.7 Treasurer

2.7.1 The Superintendent of Business shall be assigned the responsibilities of treasurer in accordance with the Act which include but are not limited to:

(a) Receiving and dispersing all money in accordance with the approved budget plan or subsequent direction; and

(b) Reporting to the Board from time to time, or as specifically requested by the Board, on all financial matters.

2.8 Signing Officers

(a) Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments be signed on behalf of the Greater Essex County District School Board by two persons, one of whom holds the office of Chairperson of the Board or Vice-Chairperson of the Board and the other of whom holds the office of Secretary of the Board or Treasurer of the Board. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto. If there is an urgent item to be signed and both the Chairperson of the Board and the Vice-Chairperson of the Board are unavailable then the Chairperson of one of the Standing Committees shall be authorized to sign on behalf of the Board.

(b) Resolutions respecting banking and signing officers in the form required by Chartered Banks in Canada and Trust Companies and the same are hereby approved and the Secretary of the Board or Treasurer of the Board be and is hereby authorized and directed to send a certified copy of such resolution to the branch of the Chartered Bank or Trust Company where the Board will maintain its account.

(c) The Superintendent of Business or Manager of Financial Services or Supervisor of Purchasing and Supply or Purchasing Agent or Buyer be authorized and empowered to sign purchase orders and any two of the Superintendent of Business, Manager of Financial Services, Supervisor of Purchasing and Supply, Purchasing Agent or Buyer be authorized and empowered to sign the accompanying contracts on behalf of the Greater Essex County District School Board in accordance with Board purchasing policies.

(d) The Superintendent of Business or Manager of Financial Services or Manager of Facility Services by authorized and empowered to sign rental and lease agreements, and licences and agreements related to Board wide licences and consortiums, on behalf of the Greater Essex County District School Board in accordance with Board policies.

(e) The Director of Education or Superintendent of Business or Manager of Financial Services be authorized and empowered to sign agreements/contracts with Federal Government agencies (e.g. HRSDC) and the Provincial Government on behalf of the Greater Essex County District School Board in accordance with Board policies.

(f) The Superintendent of Business or Manager of Financial Services or Manager of Facility Services be authorized and empowered to sign site plan control and building permit agreements with municipalities, vehicle ownership transfers, vehicle licence renewals; easements and encroachments.

SECTION 3: INAUGURAL AND ORGANIZATIONAL MEETINGS

3.1 Scheduling of Inaugural Meeting

3.1.1 In an election year of the whole Board, the Inaugural Meeting will be held no later than seven days after the day on which the Term of Office of the Board commences and as agreed by a majority of the Board, or as may be permitted by the Act.

3.2 Scheduling of Organizational Meeting

3.2.1 In each of the following years, the Organizational Meeting will be held on the same date as the first regularly scheduled Board meeting after November 15th.

3.3 Purpose of Inaugural and Organizational Meeting(s)

3.3.1 The purpose of the Inaugural and Organizational Meeting will be:

(a) To receive nominations and conduct the election for the Chair and Vice-Chair of the Board;
(b) To receive nominations and conduct the election for Statutory and Advisory Committees members (where applicable);
(c) To elect Members to represent the Board on External Organizations.
NOTE: Elections for Members to serve on the Ontario Public School Boards' Association board of directors and voting delegate and alternate voting delegate at the annual meeting of OPSBA will take place at the April Board Meeting.
(d) To provide the newly elected Chair with an opportunity to deliver an inaugural address; and
(e) Not to conduct any other Board business unless the item qualifies as time sensitive or Emergency Business (defined in Section 1.5).

3.3.2 In addition to the list above the Inaugural Meeting will include the following items:

(a) Make and subscribe the declaration for Members, as outlined in Section 209(1) of the *Act*;
(b) Provide Members with an option to take and subscribe the Oath or Affirmation of Allegiance as outlined in Section 209 (1); and
(c) Director shall announce the official returns for the election of each Member as supplied by the appropriate municipal clerk.

3.4 The Director as Presiding Officer

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

3.5 Election Process for Positions of Added Responsibility

3.5.1 The election process will be used to select a Member for each of the following positions of added responsibility during the Inaugural and Organizational Meeting, as the case may be, of the GECDSB:

(a) Chair and Vice-Chair of the Board; and
(b) Trustee Members of Statutory and Advisory Committees, where applicable
(c) OPSBA Director and OSPBA Voting Delegate and Alternate, in an Inaugural year

3.5.2 The election process for the GECDSB will be as follows:

(a) Voting will be by secret ballot;
(b) A ballot vote may be taken by paper, electronic means (including fax, email, text, or telephone) or electronic devices, provided the means or device can indicate a Member's choice without revealing how the individual Member voted, except to the scrutineer;
(c) Members participating in a meeting to elect candidates must be Present during the discussion leading up to any vote;
(d) Two external members from the Board's audit committee will serve as scrutineers for all elections. If one or both external member are not available to serve as scrutineer, the Director or Designate will appoint an appropriate external person as an alternate(s) scrutineer;
(e) The scrutineers will be responsible for distributing, collecting, counting and confirming voting results to the Presiding Officer, without disclosing the count, nor the order of the results;
(f) The Presiding Officer/Chair will call for nominations from Members for positions of responsibility described in Section 3.5.1;
(g) Nominations don't require a mover and a seconder;
(h) Candidates may nominate themselves;
(i) The nominator and candidate shall be permitted one minute each to speak to the nomination.
(j) Following a final call for nominations, the Presiding Officer will call for a motion to close nominations. The motion to close nominations requires a mover, a seconder and a Majority Vote;
(k) Where only one nomination is received for a position described in Section 3.5.1, the Presiding Officer will declare that Member acclaimed to the position;
(l) Where more than one nomination for any position is received and accepted, the election process will be conducted by secret ballot;
(m) Following the motion to close nominations, the Presiding Officer will ask the nominees whether they accept the nomination and if in the affirmative, invite nominators and nominees to speak, in the order of nomination, for up to one minute each regarding their candidacy;
(n) If a Member nominated for a position described in Section 3.5.1 is not Present at the meeting, the nominator shall satisfy the Presiding Officer that the Member's consent to the nomination has been obtained in writing;

(o) Nominees who have not already declared otherwise, may also decline a nomination at this time;
(p) The scrutineers will oversee the activation of ballots to the Members and their submission when completed by the Members;
(q) The scrutineers will withdraw from the meeting room to count the ballots or verify the votes if cast electronically, and will share the name only of the successful candidate with the Presiding Officer, who shall announce the name of the successful candidate to the Members;
(r) To be declared elected to any position, the winning candidate must receive a simple majority of ballots cast by Members;
(s) An incomplete ballot or a ballot that is unclear will be considered a spoiled ballot. The total number of votes required to determine a simple majority will be reduced by one for each spoiled ballot;
(t) Where a simple majority cannot be determined, and there are more than two candidates, the candidate with the least number of votes will be dropped from the ballot and voting will continue with the remaining candidates until a simple majority can be determined. The scrutineers will share the name only of the candidate with the least votes with the Presiding Officer who shall announce the name before a new vote continues;
(u) In the case of multiple candidates and a two-way tie vote for last place, a drawing of lots will take place among the candidates who are tied after the Presiding Officer is advised of the names by the scrutineers and the Presiding Officer announces those names. The name drawn is an affirmative vote in favour of the candidate and the candidate whose name is drawn will result in the candidate remaining on the ballot for the next vote.
(v) In the case of a three or four-way tie, each name drawn will result in the candidate remaining on the ballot for the next vote;
(w) In the case of a tie vote with only two candidates remaining on the final ballot, one additional vote will be conducted before the drawing of lots by the candidates, as outlined in the Act (or in the case of the candidate participating electronically, as drawn by a member of senior staff present in the board room); and
(x) The Presiding Officer will announce the name of the newly elected Board Chair following the final ballot or drawing of lots without receiving the vote count.

3.5.3 Following the election result for Board Chair, the newly elected Chair will preside at the Inaugural or Organizational Meeting. The Board Chair will conduct the elections for Vice-Chair of the Board, in accordance with the GECDSB election process 3.5.2.

3.5.4 At the conclusion of the Inaugural and Organizational Meeting(s) the scrutineers will destroy all ballots.

3.6 Appointment of Members of Standing Committees

3.6.1 At the first regular scheduled Board Meeting, following the Inaugural Board Meeting or Organizational Meeting, as the case may be, the Chair and Vice-Chair in

consultation with the Director will bring forward recommendations for Standing Committee Members (as defined in Section 1.5) for approval.

3.6.2 The election or appointment of the chair and vice-chair for Standing Committees, Ad Hoc Trustee Committees, Statutory Committees or other Advisory Committees will be as described in its Terms of Reference or applicable legislation.

SECTION 4: COMMITTEE MEETING STRUCTURE AND COMPOSITION

4.1 Establishment of Committees

4.1.1 The Board may establish by resolution any committee it deems appropriate, including but not limited to Standing, Statutory, Ad Hoc Trustee Committees, or Advisory Committees, subject to applicable legislation.

4.1.2 The Board must approve Terms of Reference for all Committees (defined in Section 1.5).

4.1.3 The Policy and Bylaw Committee in the first instance will prepare and recommend to the Board for approval, Terms of Reference for Committees and Advisory Committees. Thereafter, the Policy and Bylaw Committee in consultation with a Committee Chair or chair of Advisory Committee may recommend amendments to Terms of Reference, from time to time, to the Board for approval.

4.1.4 The Board's Standing Committees, the Chair and Vice-Chair, or the Committee of the Whole may recommend the striking of an Ad Hoc Trustee Committee or Advisory Committee to the Board for approval, subject to the provisions in Section 4.4.6.

4.1.5 The Director shall assign appropriate GECDSB staff and other resources to support the work of the Committees and Advisory Committees.

4.2 Dissolution of Committees

4.2.1 The Board may dissolve any Committee (defined in Section 1.5), or Advisory Committee, subject to Section 4.1.2, and applicable legislation.

4.3 Role of Committees

4.3.1 Committees, including Advisory Committees (defined in Section 1.5), are not decision-making bodies and may only make recommendations to the Board for consideration and final approval, unless otherwise authorized to act on behalf of the Board by the Board or the Act. Recommendations will be provided in the form of a written report together with background information and rationale for the recommendation.

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

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

4.4 Membership of Committees

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

4.4.2 The term of a member on a Standing Committee shall be two years or until their successor is elected or appointed by the Board.

4.4.3 The term of member on Ad Hoc Trustee Committees, Advisory Committees or Statutory Committees shall be as stated in the Terms of Reference for those committees or legislation, which ever is applicable.

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

4.4.5 Student Trustees may attend and participate in Committee Meetings in the same manner as Trustees (see 4.4.7) , subject to provisions contained in the *Act*.

4.4.6 The membership of a Standing Committee, an Advisory Committee or Ad Hoc Trustee Committee will be determined by the Board, upon recommendation from the Chair and Vice-Chair, in consultation with the Director of Education.

4.4.7 Except for an Ex-Officio Member, a Trustee who is not a member of a Committee cannot move a motion, vote or be counted towards Quorum, but may attend a Committee Meeting as an observer and may speak only if recognized by the Committee Presiding Officer.

4.4.8 The Board may appoint Trustees to serve on other agencies, boards and commissions, including those external to the GECDSB, at the Organizational Meeting, or as it deems necessary or when requested, if supported by the Board and consistent with legislation.

4.5 Committee of the Whole

4.5.1 Committee of the Whole will be composed of all Members with full participation and voting privileges, as outlined in the *Act*. Student Trustees may also attend and participate, in accordance with legislation.

4.5.2 Quorum to hold a Committee of the Whole Meeting will be the presence of a simple majority of the Members as defined in Section 1.5.

4.5.3 The Board may convene a Committee of the Whole Meeting (Public or Private Session) to consider matters which require more informal and detailed discussion by all Members and Student Trustees:

(a) at any time, in accordance with the notice provisions in Section 5.15;
(b) at any time during a regularly scheduled Board Meeting or a Special Meeting, upon a Majority Vote by the Members; or
(c) in accordance with Section 6.3 Delegations.

4.5.4 The Presiding Officer for Committee of the Whole Meetings (Private Sessions) will be the Board Vice-Chair. In the absence of the Vice-Chair, the Presiding Officer will be the Trustee of the Month.

4.5.5 The Presiding Officer for Committee of the Whole Meetings (Public Sessions) will be the Chair. In the absence of the Chair, the Presiding Officer will be the Vice-Chair. The Trustee of the Month will fill in as Vice-Chair.

4.5.6 A Committee of the Whole Closed (Private) Session will be scheduled to proceed before each regular public Board Meeting when needed.

4.6 Standing Committees

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

4.6.2 The Board's Standing Committees are as follows:

(a) Finance and Facility Services Committee;
(b) Policy and Bylaw Committee; and
(c) Learning, Equity and Well-Being Committee.

4.6.3 Each Member, except the Chair will be appointed to at least one (1) Standing Committee.

4.6.4 The Chair will be an Ex-Officio Member of each Standing Committee .

4.6.5 The Terms of Reference for the Board's Standing Committees will be as approved by the Board upon recommendation from the Policy and Bylaw Committee.

4.7 Statutory Committees

4.7.1 Statutory Committees are governed by applicable legislation.

4.7.2 The Board will establish the following Statutory Committees, as prescribed by the *Act*:

(a) Audit Committee (Ontario Regulation 361/10);
(b) Greater Essex County (GEC) Parent Involvement Committee (known at Parent Involvement Committee (Ontario Regulation 612/00);
(c) Special Education Advisory Committee (Ontario Regulation 464/97);
(d) Supervised Alternative Learning Committees (Ontario Regulation 374/10);
(e) Board Student Discipline Committee (*Education Act*, s.309 (12), and s.311.3 (9)); and
(f) Director of Education Performance Appraisal Committee (Ontario Regulation 83/24).

4.8 Ad Hoc Trustee Committees

4.8.1 In accordance with Sections 4.1 - 4.4 inclusive, the Board may establish an Ad Hoc Trustee Committee to undertake a specific task regarding any matter within the Board's jurisdiction under the *Act* that requires in-depth study on a specific issue.

4.8.2 The Chair will be an Ex-Officio Member of each Ad Hoc Trustee Committee.

4.8.3 The Terms of Reference for an Ad Hoc Trustee Committee will be as approved by the Board upon recommendation from the Policy and Bylaw Committee.

4.8.4 The term of an Ad Hoc Trustee Committee will expire upon completion of its mandate, via Board motion, unless otherwise decided by the Board.

4.9 Advisory Committees

4.9.1 In accordance with Sections 4.1 - 4.4 inclusive, the Board may establish Advisory Committees to provide community advice on specified areas of GECDSB policy, as well as on educational issues of community interest.

4.9.2 The Chair will be an Ex-Officio Member of each Advisory Committee.

4.9.3 The Terms of Reference for an Advisory Committee will be as approved by the Board upon recommendation from the Policy and Bylaw Committee

SECTION 5: BOARD AND COMMITTEE MEETING RULES AND PARLIAMENTARY PROCEDURE

Board and Committee Meeting Rules

5.1 Scheduling a Meeting

5.1.1 A Meeting of a Quorum of Members whether held electronically or in person to materially advance the business of the GECDSB is prohibited, unless a proper notice and Agenda are given and published in accordance with these Bylaws. Meetings can never be held by email, text or other written medium.

5.1.2 The Annual Schedule of Meetings will be prepared by the Chair and Vice-Chair of the Board in consultation with the Director or Designate as well as the Standing Committee Chairs.

5.1.3 The Annual Schedule of Meetings will be approved by the Board no later than the June Board Meeting.

5.1.4 Regular Board Meetings (Open Session) will generally be held on the third Tuesday of the month unless otherwise indicated in the Board's annual schedule of regular Board Meetings. A motion may be brought forward to alter a Regular Board Meeting date, if necessary for board approval.

5.1.5 Subject to Section 5.1.4, Committee Meetings (Open Session) will be held at a time when Board Meetings are not being held and as described in the Annual Schedule of Meetings.

5.1.6 Special Meetings of the Board and its Committees may be scheduled from time-to-time, in accordance with Section 5.7 of these Bylaws.

5.1.7 Ad Hoc Trustee Committees and Advisory Committees will meet when required and at the call of the respective Committee Chair, in consultation with the Chair of the Board, the Director or Designate and/or the Supervisory Officer assigned to support the committee.

5.2 Cancelling a Meeting

5.2.1 The Chair (or Vice-Chair in the Chair's absence) may cancel a Board or Committee Meeting in consultation with the Director or Designate when there is:

(a) insufficient business to be conducted;
(b) lack of Quorum;
(c) an unforeseen event; or
(d) if all the schools of the GECDSB are closed in accordance with *Electronic Meeting and Meeting Attendance* Regulation 463/97.

5.3 Open (Public) Sessions

5.3.1 Unless all schools of the GECDSB are closed pursuant to the *Act,* in particular *Electronic Meeting and Meeting Attendance* Regulation 463/97, members of the public are welcome to physically attend, as observers, any public regular Board or Committee Meetings.

5.3.2 The Board or Committee will pass a motion in order to convene into Closed (Private) Session (section 5.4).

5.3.3 No person will be excluded from a Meeting that is open to the public except for: a) improper conduct in accordance with section 207(3) of the *Act*; b) as required pursuant to a sanction under the Code of Conduct; or c) as otherwise required by law.

5.3.4 No person will engage in conduct through words or action that is negative, critical, offensive, inappropriate or derogatory towards any other person, or engage in any behaviour that is disruptive to the Meeting. Where a member of the public, a Trustee or a Student Trustee engages in such conduct, the Chair may advise the person to cease such behaviour or withdraw such remarks. The failure to do so may result in the Presiding Officer requiring the person to leave the Meeting.

5.3.5 Recommendations made in any Board or Committee Meeting in Closed (Private) Session will not come into effect until approved at a Board Meeting (Open Session).

5.4 Closed (Private) Sessions

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

5.4.2 At the appropriate time during a Board or Committee Meeting, a Member may move a motion to convene a portion of the meeting in Closed (Private) Session. The matter under consideration must be consistent with sections 207(2), 207(2.1), or [218.3(10) which is revoked January 1, 2025] of the *Act* which permits Closed (Private) Sessions when the subject-matter involves:

(a) The security or property of the GECDSB;
(b) The disclosure of intimate, personal or financial information in respect of a member of the Board of Trustees, or a member of a Statutory or Advisory Committee, a current or prospective employee, a student, parent or guardian of the student
(c) Acquisition or disposal of a school site;
(d) Decisions in respect of negotiations with employees of the GECDSB;
(e) Litigation affecting the GECDSB; or
(f) An ongoing investigation under the Ombudsman Act respecting the GECDSB; or

(g) As necessary to comply with the *Youth Criminal Justice Act* or the *Municipal Freedom of Information Act,* including solicitor and client privilege.

5.4.3 Any recommendations considered by the Members in a Closed (Private) Session, will be reported to the Board in an Open (Public) Session. A motion to Rise and Report will include the recommendations or, in some cases, a brief description of the nature of the recommendation(s) to be reported in Public Session. Discussion, opinions, and reports which are not specified in the Motion to Rise and Report will remain confidential.

5.4.4 A recommendation from a Closed (Private) Session (other than a Committee of the Whole) will first be reported to a Closed (Private)Session of the Committee of the Whole.

5.4.5 The motion to Rise and Report will usually take place at a Public Board Meeting held on the same date as a Committee of the Whole Meeting in Closed (Private) Session. In exceptional circumstances, the motion to Rise and Report may occur at a Board Meeting held on a later date, pending the conclusion of a matter of business or other legal considerations. The motion will not be debated in public unless the matter is itself is being made public at that time.

5.4.6 The Director or Designate will maintain a complete set of Minutes during Closed (Private) Session(s), including recorded votes and declarations for the Board's Conflict of Interest Registry, where applicable.

5.4.7 Minutes and reports from all Closed (Private) Sessions will be included in the Board's Official Record and remain confidential.

5.4.8 All documents provided for a Closed (Private) Session shall not be removed from the meeting and will be collected upon adjournment. If documents provided electronically, access will be removed following the meeting.

5.5 Attendees at a Closed (Private) Session

5.5.1 Members of the public will be required to leave the meeting room or if participating by electronic means to disconnect from the Meeting before a Closed (Private) Session commences.

5.5.2 A Trustee or Student Trustee who declares a conflict of interest must withdraw from the Closed (Private) Session and leave the meeting room or otherwise disconnect from electronic participation for the entire discussion of the matter about which they have declared a conflict.

5.5.3 Sessions closed to the public may have individuals in attendance other than Trustees (e.g., GECDSB senior staff as determined by the Director or Designate, or Delegates who have permission from the Presiding Officer and the Director or Designate to

speak on a matter as described under Section 5.3.5 of these Bylaws) in accordance with the *Act*.

5.5.4 Student Trustees may attend Closed (Private) Sessions, except when discussion of a matter gives rise to conflict of interest (declared by the Student Trustee) or when matters under consideration include the disclosure of intimate, personal or financial information with respect to a Member, a committee member, an employee or prospective employee of the Board, a student or their parent or guardian.

5.5.5 The Director or Designate will be Present in all Closed (Private) Sessions, except when the topic is the recruitment, hiring, termination or performance review of the Director. In the absence of the Director or Designate or the Official Recording Secretary during a Closed (Private) Session, the Presiding Officer shall appoint any Member or other staff person to act as Secretary for that Meeting, in accordance with the *Act*.

5.6 Confidential Information

5.6.1 Matters discussed in Private Session must not be communicated to any person not present at the Private Session, except to a GECDSB Trustee or Student Trustee who otherwise would have been permitted to attend the Private Session, unless required by law or as necessary to seek legal advice. Deliberations may never be disclosed, even when the motion is made public.

5.6.2 Trustees and Student Trustees are required to maintain strict confidentiality around any issue that is dealt with in Closed (Private) Sessions even after they no longer hold the office, and are bound by the confidentiality and protection of privacy provisions under the *Act* and the *Municipal Freedom of Information and Protection of Privacy Act*.

5.7 Special Board and Committee Meetings

5.7.1 The Board may hold Special Meetings of the Board (as defined in Section 1.5) if called by the:

(a) Board Chair (or Vice-Chair in the Chair's absence), in consultation with the Director or Designate; or
(b) Director or Designate, at the written request of a majority of the Members of the Board.

5.7.2 Committee of the Whole and Committees may hold Special Meetings from time to time if called by the Committee Chair (or Committee Vice-Chair in their absence), in consultation with the Board Chair and the Director or Designate;

5.8 Notice of Special Meeting and Agenda

5.8.1 The Director or Designate will notify all Members and Student Trustees, as applicable, in writing (or via e-mail communication) of a Special Meeting at least forty-eight (48) hours in advance of the Meeting and will include the Agenda for the Meeting with the notice. Under extenuating circumstances notice may be waved provided that every effort is made to contact all Members and a Quorum is achieved.

5.8.2 Notice of a Special Meeting and the Agenda will be published on the GECDSB's public website.

5.8.3 The Agenda for a Special Meeting of the Board will include only the time-sensitive or Emergency Business item(s) for which it was called, including a brief statement of the item(s) to be considered at the Meeting, including related materials when available, and indicating whether any part of the Meeting should be held in Public or in Private Session. Other Committees are not restricted in this way.

5.8.4 A matter that is not included on the Special Meeting Agenda for a Board Meeting cannot be considered, unless it also qualifies as time sensitive or Emergency Business and a Two-Thirds Vote of the Members Present and voting at the Meeting wish to consider the matter.

5.8.5 If such a matter is added to the Agenda of a Special Meeting, in order for any action taken to become legal, any motion(s) must be ratified by the Board at the next regularly scheduled Board Meeting or, in extreme circumstances, at another Special Meeting of the Board, properly called for that purpose, in accordance with the notice provisions in the GECDSB Bylaws.

5.9 Board and Committee Meeting Minutes

5.9.1 The Director or Designate will maintain a complete set of Minutes (Open and Closed Session) for all Board Meetings, including Special Meetings of the Board, which includes the following information:

(a) Trustee attendance, including specific notations when a Member enters a Meeting while in progress or permanently withdraws from a Meeting prior to adjournment;
(b) Amendments to the Agenda (if any), in accordance with Section 5.19.1;
(c) A brief summary of the discussion/rationale regarding Agenda Items (including oral and written reports) but will not be a verbatim transcript of the Meeting;
(d) Motions and related amendments;
(e) Recorded Votes; where applicable; and
(f) Declarations for inclusion in the Conflict of Interest Registry, (where applicable).

5.9.2 The Director or Designate will maintain a complete set of Minutes (Open and Closed Session) for all Committees, including Advisory Committees. Minutes or records of Statutory Committee meetings will be kept in accordance with the legislation applicable to each committee. The following information will be included:

(a) Trustee Attendance;
(b) Attendance of other members of Statutory and Advisory Committees, where applicable;
(c) Amendments to the Agenda (if any);
(d) A brief summary of the discussion/rationale regarding Agenda Items but will not be a verbatim transcript of the Meeting;
(e) Motions and related amendments, where applicable, for the Board's consideration; and
(f) Declarations for inclusion in the Conflict of Interest Registry, (where applicable).

5.9.3 At each Board Meeting the Director or Designate will present:

(a) Minutes of Board Meetings (including Special Meetings of the Board), for the Board's approval;
(b) Committee, Statutory (as applicable) or Advisory Committee Minutes for information only; and
(c) Where applicable, Committee, Statutory or Advisory Committee recommendations for the Board's consideration.

5.10 Board Meeting Attendance and Vacancies

5.10.1 In accordance with subsection 228 (1) of the *Act*, a Trustee vacates their seat if:

(a) Effective September 1, 2025, fails to be physically present as required by *Electronic Meeting and Meeting Attendance* Regulation 463/97 (See the GECDSB Electronic Meeting and Meeting Attendance Policy);
(b) The Trustee absents themselves without being authorized by resolution of the Board entered in the Minutes, from three (3) consecutive regular Board Meetings. This requirement does not apply to a Trustee of the GECDSB who is absent for twenty (20) consecutive weeks or less if the absence is a result of the Trustee's pregnancy, the birth of the Trustee's child or the adoption of a child by the Trustee;
(c) Is convicted of an indictable offence;
(d) Ceases to hold the qualifications required to act as a member of the Board; or
(e) Becomes disqualified under ss. 219(4) of the *Act;*.

5.10.2 A Member shall advise they will be absent from a Board Meeting with reasons to the Director's Office at least 3 hours in advance, where possible, of a Board Meeting.

5.10.3 If a Member is absent from a regular Board meeting as defined in 5.1.4, the Board will decide at that meeting whether or not to authorize the absence by a resolution entered in the minutes.

5.10.4 In exceptional circumstances where the Member was unable to notify the Board in advance of a regular Board meeting of their absence, the Board may authorize the absence by a resolution entered in the minutes of the next regular Board meeting.

5.10.5 A Member may not resign as a Member without first complying with the *Act.*

5.10.6 When a seat becomes vacant under the terms of section 228(1) of the *Act*, the provisions of the *Act* will apply with respect to filing such vacancy.

5.11 Committee Meeting Attendance and Vacancies

5.11.1 At a Committee, with the exception of Committee of the Whole, a Trustee loses their Committee membership if they are absent, without authorization of the Committee, from three (3) consecutive regular Committee Meetings.

5.11.2 A Committee vacancy will be reported to the Board in the next Committee report.

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

5.12 Presiding Officer

5.12.1 In the absence of the Chair or Vice-Chair of the Board for a Board Meeting or Committee of the Whole, the Trustee of the Month process will apply for the interim. If the Trustee of the Month is absent, the Board will elect another member to fill the position of Vice Chair in the interim.

5.12.2 In the absence of a Presiding Officer at a Committee Meeting, the committee will elect another member to preside in the interim.

5.12.3 No Member of the Board or a Committee will preside at a Meeting during the consideration of a motion when that Member has declared a conflict of interest.

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

5.13 Quorum

5.13.1 There must be a Quorum throughout every Board and Committee Meeting in order for the Board to conduct business. Members who cannot attend Board and

Committee Meetings shall advise the Director or Designate as early as possible if the Member is unable to attend such meetings. If the non-attendance will cause the Board or Committee to not have Quorum at a Meeting, then the Director or Designate will notify the Chair and all Members and Student Trustees that the Meeting is cancelled.

5.13.2 Where a Member is participating electronically, their attendance will be included for Quorum as long as they remain Present and electronically connected to the Meeting.

5.13.3 If a Quorum is Present, a Meeting will commence within thirty (30) minutes of the Meeting start time as shown in the Agenda.

5.13.4 If a Quorum is not Present within thirty (30) minutes after the start time shown in the Meeting Agenda, the Meeting will be recessed and the motion to recess will stipulate the length of time of the recess to permit the Board to acquire Quorum. If Quorum cannot be achieved, the names of the Members Present will be recorded, and the Meeting will be cancelled.

5.13.5 At a Board or Committee Meeting, if a Quorum is lost during the course of the Meeting, the Meeting will stand in recess. If Quorum cannot be re-established within the length of time stipulated in the motion to recess, then due to a loss of Quorum, the Meeting will stand adjourned.

5.13.6 An Ex-Officio Member will be counted towards Quorum at a Committee Meeting.

5.13.7 If as a result of a Member or Members declaring a conflict of interest pursuant to the *Municipal Conflict of Interest Act* there are not a sufficient number of Members to constitute a Quorum, then the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than two.

5.14 Acknowledgement of Traditional Lands and Water

5.14.1 All Board and Committee Meetings will include an acknowledgement of the Traditional Territories/Ancestral Lands of Indigenous peoples recited by the Presiding Officer.

5.15 Board and Committee Meeting Agendas and Notice Requirements

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

5.15.2 The Agenda for a Standing Committee Meeting (Public or Private Session) will be determined in accordance with Section 5.17.2, by the Standing Committee Chair, in consultation with the Board Chair and the Supervisory Officer assigned to support the Committee's work and taking into consideration the Board Work Plan.

5.15.3 The Agenda for Board Sub-Committees and Ad Hoc Trustee Committee Meetings (defined in Section 1.5), including Public or Private Session, will be determined by the Committee Chair, in conjunction with the Supervisory Officer (or designate) assigned to support the Committee's work.

5.15.4 The Director or Designate will provide by electronic mail or delivered to their home, Members and Student Trustees with notice of all Board and Committee Meetings, including the Agenda and related materials, 72 hours prior to the Meeting, except Special Meetings, the notice period is 48 hours. See Section 5.8. Statutory holidays will not affect these requirements. All notices, information and materials delivered to the electronic mail address of Members and Student Trustees shall be deemed to have been received once sent.

5.15.5 The electronic mail address described in Section 5.15.4 is deemed to be the official GECDSB electronic mail address provided to the Member or Student Trustee for the sole purpose of fulfilling their duties under the *Act*.

5.15.6 Any official Board materials/information delivered to a Member's or Student Trustee's home shall be deemed to have been received when delivered to the address on the Member's Official Nomination Paper (until such time as a Member notifies the Secretary to the Board in writing of a new official home address). Student Trustees will provide the Director or Designate with an official home address upon their appointment to the position and will notify the Director or Designate, in writing, of any changes to their official home address.

5.15.7 Notice of Board and Committee Meetings and Agendas will be published on the GECDSB's public website.

5.16 Regular Board Meeting – Order of Business and Basic Agenda

5.16.1 Matters will generally be considered in the order shown in the Agenda. The final Agenda will be approved at the meeting by a Majority Vote, subject to the provisions in Section 5.19.1.

5.16.2 At a regular Board meeting, the following is the typical guideline for Order of Business:

(a) Call to Order
(b) Acknowledgement of Traditional Lands and Water
(c) Attendance
(d) Special Orders of the Day
(e) Approval of the Agenda
(f) Declarations of Conflict of Interest
(g) Student Trustee Report
(h) Motion to Convene into Committee of the Whole (Closed Session) if applicable
(i) Rise and Report from Committee of the Whole (Closed Session) if applicable
(j) Approval of Previous Minutes

(k) Chair's Report
(l) Director's Report
(m) Staff Reports
(n) New Business
(o) Reports from Board Committees and Consideration of Any Recommended Motions
(p) Reports from Trustees appointed to External Organizations, including OPSBA
(q) Trustee Motions for Consideration (Introduced at a Previous Meeting)
(r) Trustee Notices of Motion (Discussion for Next Meeting) (Timed item)
(s) Announcements defined in Section 1.5 (Timed Item)
(t) Adjournment

5.17 Regular Standing Committee Meeting - Order of Business and Basic Agenda

5.17.1 Matters will generally be considered in the order shown in the Agenda. The final Agenda will be approved at the meeting by a Majority Vote, subject to the provisions in Section 5.19.1.

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

(a) Call to Order
(b) Acknowledgement of Traditional Lands and Water
(c) Attendance
(d) Approval of the Agenda
(e) Declarations of Conflict of Interest
(f) Approval of Minutes from Previous Meeting
(g) Delegations
(h) Staff reports
(i) New Business
(j) Trustee Motions for Consideration (Introduced at a Previous Meeting)
(k) Trustee Notices of Motion (Discussion for Next Meeting)
(l) Adjournment

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

5.18.1 Matters will generally be considered in the order shown in the Agenda. The final Agenda will be approved at the meeting by a Majority Vote.

5.18.2 At a Committee of the Whole Closed (Private) Session Meeting, the following is the typical Order of Business:

(a) Call to Order
(b) Acknowledgement of Traditional Lands and Water
(c) Attendance
(d) Approval of the Agenda

(e) Declarations of Conflict of Interest
(f) Approval of Minutes from Previous Meeting
(g) Delegations
(h) A recommendation from a Closed (Private) Session (other than a Committee of the Whole) will first be reported to a Closed (Private)Session of the Committee of the Whole
(i) Receipt for information only minutes of Committee Closed (Private) Session Meetings
(j) Adjournment

5.19 Agenda Amendments at Board and Committee Meetings

5.19.1 Agendas for a Board or Committee Meeting may not be amended at the Meeting, or after the notice of the Meeting and Agenda has been circulated to Members to add an item, unless the item qualifies as time sensitive or Emergency Business (defined in section 1.5) and the amendment to the Agenda is confirmed by a Two-Thirds Vote. This does not preclude a motion to amend the Order of Business on the Agenda or to remove an item from the Agenda, which requires a Majority Vote.

5.19.2 Agendas for a Board or Committee Meeting scheduled to be held in Closed (Private) Session may be amended to remove an Agenda item by a Majority Vote when a Member is of the opinion the item does not qualify to be discussed in Closed (Private) Session in accordance with Section 5.4.2.

Board and Committee Meeting Parliamentary Procedure

5.20 Debate

5.20.1 The Presiding Officer will maintain a list of Members and Student Trustees who wish to speak to a motion and will control who speaks and when, in accordance with these Bylaws and Rules of Order.

5.20.2 The Presiding Officer will recognize a Member or Student Trustee to speak by referring to them as Trustee [last name] or Student Trustee [last name] and indicating that the Member or Student Trustee has the floor. A Member or Student Trustee may not speak to a motion until recognized by the Presiding Officer.

5.20.3 Members, Student Trustees and any other participants in a Meeting will address their comments through the Presiding Officer.

5.20.4 Members and Student Trustees will confine their comments to the merits of the motion being considered.

5.20.5 The Presiding Officer may rule a question out of order if a Member or Student Trustee has already asked substantially the same question in another form.

5.20.6 The Presiding Officer is entitled to move or second a motion, but only once they have relinquished or passed the role of Presiding Officer to another Member. Should the Presiding Officer move a motion, having relinquished their role as Presiding Officer, they may not preside over the Meeting again until the motion has been dealt with.

5.20.7 At any time before a motion is put to a vote, a Member or Student Trustee may request that the motion be read aloud.

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

5.21 Speaking Time

5.21.1 At Board Meetings, a Member or Student Trustee may speak twice to each debatable motion for up to three (3) minutes each time. No Member or Student Trustee may speak the second time until all Members or Student Trustees who wish to speak on the motion have done so.

5.21.2 At Committee Meetings, a member of the Committee may speak an unlimited number of times to each motion for up to three (3) minutes. The mover of the motion has the option to speak first and last to it.

5.22 Ending Debate

5.22.1 At Board Meetings, a Member may request (or a Student Trustee may suggest) that debate be concluded by making a motion to Call the Previous Question. This is in order only after the Presiding Officer has confirmed that all Members and Student Trustees wishing to speak to the motion have had an opportunity to do so in accordance with 5.21.

5.22.2 No Member or Student Trustee will speak on a motion to Call the Previous Question.

5.22.3 A motion to Call the Previous Question will be decided by a Two-Thirds Vote.

5.22.4 If a motion to Call the Previous Question is supported by a Two-Thirds Vote, no further debate can take place and the Presiding Officer will immediately put the pending motion to a vote.

5.22.5 At Committee of the Whole and Standing Committee Meetings, a Member may request (or a Student Trustee may suggest) that debate be concluded by making a motion to Call the Previous Question, but only after all Members of the Committee and Student Trustees who are entitled to speak have had an opportunity to speak once.

5.23 Voting

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

5.23.2 A Student Trustee who is Present at a Meeting is entitled to cast a non-binding vote once on each motion under consideration, unless disqualified from voting due to a conflict of interest.

5.23.3 Trustees who are not members of a Committee are not entitled to vote at a Committee Meeting. Student Trustees who are not members of a Committee are not entitled to suggest a motion. Only Committee Members and Ex-Officio Members may vote at Committee Meetings.

5.23.4 If the motion contains related parts, a Member may move a motion to divide the motion, and if passed, a vote on a part or parts is done separately.

5.23.5 When a motion is put to a vote, the Presiding Officer will first call votes in favour of, votes against and, finally, any abstentions.

5.23.6 After a vote is taken, the Presiding Officer will declare whether the motion was carried or defeated.

5.23.7 A tie vote means the motion is defeated, except on a motion as to whether a ruling of the Presiding Officer is to be sustained.

5.23.8 Except where otherwise provided in this Bylaw or Robert's Rules of Order, the basic requirement for approval of an action is a Majority Vote.

5.24 Recorded Votes

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

5.25 Motions

5.25.1 A matter to be considered by the Members at a Meeting will be in the form of a motion directly related to an item on the Agenda and will require a mover and seconder.

5.25.2 Any Member (including an Ex-Officio Member) Present at a Meeting, may move or second a motion related to an item on the Agenda or Emergency Business, unless disqualified from participating due to a Conflict of Interest.

5.25.3 A motion that has been moved and seconded may, without permission of the Members of the Board or Committee, be withdrawn, or a minor amendment made by the mover of the motion, until the Presiding Officer states the motion prior to opening the floor to debate.

5.25.4 A Member who moved a motion may also withdraw it from consideration after the motion is stated and before the vote is taken on the motion, provided that the seconder or no other Member Present objects to the motion being withdrawn.

5.25.5 If a Member objects to a request to withdraw a motion, the Members in attendance at the Meeting will immediately decide whether to permit the motion to be withdrawn by a Majority Vote.

5.26 Notice of Motion

5.26.1 A Member may request that a Notice of Motion be included in the Agenda for a Board, Committee of the Whole or Standing Committee meeting as advance notification of a matter to be considered in accordance with Section 5.26.5.

5.26.2 A Notice of Motion must first be submitted to the Chair of the Board within timelines prescribed by the Director of Education for inclusion in the Agenda.

5.26.3 A Notice of Motion must be in writing without a preamble and stated in affirmative terms.

5.26.4 A Notice of Motion submitted in accordance with Section 5.26.1 will not be debated at the same meeting at which it is introduced.

5.26.5 The Notice of Motion:

(a) will be considered at a subsequent regular Meeting as determined by the Chair and Vice-Chair in consultation with the Director or Designate;
(b) may be referred by the Chair and Vice-Chair or by the Board to a more appropriate Committee; or
(c) may be referred to the Director or Designate for consideration or follow-up.

5.26.6 Any action taken under Section 5.26.5(b) must be in accordance with the Terms of Reference for Board Standing Committees, as outlined in Section 4.6;

5.26.7 A Notice of Motion may be withdrawn by the Member at any time before debate begins on the motion. This may occur after the motion has been moved, seconded and stated by the Presiding Officer.

5.27 Motions - Order of Precedence

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

5.27.2 Any secondary motion (identified as privileged and subsidiary motions in Section 5.27.3) may be introduced by a Member (or suggested by a Student Trustee) during a Meeting and will be considered and disposed of in the order of precedence listed below and in the Parliamentary Procedure Chart appended to these Bylaws. As a result, there may be a few pending motions on the floor at one time but only one question can be disposed of at a time and in accordance with the order of precedence below.

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

Privileged Motions:

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

Subsidiary Motions:

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

5.28 Ruling a Motion Out of Order

5.28.1 The Presiding Officer may rule a motion out of order if:

(a) it is contrary to, conflicts or inconsistent with legislation, parliamentary procedure, adopted motion that has not been rescinded or GECDSB Bylaws, policies, or Terms of Reference;
(b) it presents essentially the same question /motion that has been defeated earlier in the same meeting;
(c) it presents a question/motion that the Board still has within its reach (something has been postponed or referred to a Committee, or is the object of a motion to reconsider);

(d) it is outside the scope of the purpose or authority of GECDSB; or
(e) it is a dilatory motion, this includes

(i) misused with the purpose of obstructing the business of the Meeting (ex. Series of points of order, appeals, motions to table, etc.);
(ii) absurd in substance;
(iii) Frivolous; and
(iv) Unwarranted.

5.28.2 If a Presiding Officer rules a motion out of order, the Presiding Officer will state the reason and, where applicable, the legislation, parliamentary procedure, or GECDSB Bylaws, policies, or Terms of Reference.

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

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

5.29 Amendments to a Motion

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

5.29.2 Motions commonly used that are not amendable include:

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

5.29.3 An amendment, to be in order, must:

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

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

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

5.30 Motion to Refer

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

(a) The Board;
(b) A Committee (defined in Section 1.5);
(c) The Chair;
(d) The Director of Education or Designate; or
(e) A Statutory or Advisory Committee.

5.31 Motion to Reconsider

5.31.1 A motion to reconsider a decision passed at a Board Meeting may only be reconsidered at that same Meeting and therefore, does not require prior notice to do so and is not subject to the restriction in Section 5.32.1. The motion to reconsider is not the same as the motion that may be reconsidered. The motion to reconsider requires a separate Majority Vote to pass prior to the reconsideration and voting on the original motion.

5.31.2 The debate on the motion to reconsider is a discussion about whether to reconsider and not about the subject of the motion that may be reconsidered. Debate on the original motion will take place following the motion to reconsider, if passed.

5.31.3 The motion to reconsider can only be made by a Member who voted for the prevailing side of the original motion. A Member who did not vote on the original motion cannot move the motion to reconsider. A motion to reconsider cannot be amended or reconsidered.

5.31.4 If the motion to reconsider is passed, the original motion will be placed on the floor and dealt with like any other original or new motion and as if the original motion had not been voted on at all.

5.31.5 Notwithstanding this section, Robert's Rules of Order prescribes a higher voting threshold that must be followed for a motion to reconsider a Bylaw Amendment, Section 1.4.3.

5.32 Motion to Rescind or Amend Something Previously Adopted

5.32.1 A previous decision of the Board cannot be rescinded or amended for at least twelve (12) months after the decision was made, or for the remainder of the current four-year term of the Board, whichever is the shorter time, unless a motion passes by a Two-Thirds Vote to do otherwise.

5.32.2 A decision of the Board made at a previous Board Meeting cannot be rescinded or amended unless the proposed rescission or amendment is included in an Agenda.

5.32.3 The amendment, repeal and/or replacing of these Bylaws will follow the process determined in Section 1.4 of these Bylaws and Robert's Rules of Order.

5.32.4 A failed motion, or a motion not previously dealt with because it was postponed indefinitely, (or similarly worded motion on the same topic) cannot be brought forward again for consideration at the same Meeting or for at least 12 months after the motion failed or was postponed.

5.33 Point of Order

5.33.1 A Member may rise to a Point of Order when they believe any of the following have been breached or overlooked; the GECDSB Bylaws, Rules of Order, Terms of Reference, Board policies or legislation related to a motion.

5.33.2 A Member may interrupt a speaker who has the floor to raise a Point of Order. The Point of Order does not require a seconder and is not debatable. It cannot be amended or reconsidered.

5.33.3 The Point of Order must be clearly stated by the Member with reasons and, where applicable, with specific reference to the particular Bylaw provision, Rule of Order, Terms of Reference, Board policy or legislation.

5.33.4 The Presiding Officer rules on the Point of Order, or may allow the Board of Trustees to decide the point.

5.33.5 The Presiding Officer may declare a recess in order to review the Point of Order before making a ruling.

5.34 Question of Privilege

5.34.1 If a Member is of the opinion that a pressing situation is affecting the rights or privileges of the Board, or of an individual Member or Student Trustee, a Member can Raise a Question of Privilege, which permits him/her to interrupt the Meeting to state an urgent request or motion.

5.34.2 The Question of Privilege must be clearly stated by the Member with reasons.

5.34.3 If the Presiding Officer is unable to address the question quickly and informally, the Chair may make a ruling on whether or not to permit the Question of Privilege.

5.35 Appeal the Ruling of the Presiding Officer

5.35.1 A Member may interrupt the Meeting to introduce a motion to appeal the ruling of the Presiding Officer, which requires a Majority Vote to overturn a decision of the Chair.

5.35.2 If the appeal from the decision of the Presiding Officer results in a tie vote, the Presiding Officer's decision on the Point of Order will be upheld.

5.35.3 The Presiding Officer may speak first and last on the motion to appeal and does not have to leave the chair to do so.

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

5.36 Lay on the Table

5.36.1 A motion to lay on the table is used in a Meeting to temporarily set aside a pending motion in order to take up more pressing business at that particular time. If the intention is to postpone the motion indefinitely then that motion should be used. If the intention is to postpone a motion to a certain time, then that motion should be used. If the motion to lay on the table is made with improper intentions, the Presiding Officer will clarify the motion based on the mover's intent and, if in order at the time, puts the question not on *Lay on the Table*, but on *Postpone Indefinitely* or *Postpone to a Certain Time*, as the case warrants.

5.36.2 Once the pressing business is finished a motion to take from the table may be made or the Presiding Officer may assume the motion and with unanimous consent of the Members resume with the motion.

5.36.3 If the motion is not taken from the table before the end of the Meeting, then it dies but can be renewed again because it was never dealt with.

5.37 Extending Meeting Time

5.37.1 If a Board or Committee Meeting is still in progress at 11:00 p.m., the Presiding Officer shall interrupt any item under discussion for Trustees to vote on whether or not to continue the meeting past 11:00 p.m. In this regard, any the following motions may be put forward:

(a) continue the meeting to conclude the item under discussion only;
(b) specify the agenda items to be completed prior to adjournment; or
(c) specify an exact time for adjournment.

A motion to continue must receive a Two-Thirds Vote otherwise the Meeting will be adjourned.

SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

6.1 Public Participation in Board and Committee Meetings

6.1.1 The GECDSB Annual Schedule of Meetings will be published on the GECDSB's public website.

6.1.2 Members of the public are welcome to physically attend as observers any regular Public Session of a Board or Committee Meetings unless all schools of the GECDSB are closed pursuant to *Electronic Meeting and Meeting Attendance* Regulation 463/97.

6.1.3 Members of the public may access a live audio-visual recording for Public Board, Standing Committees, Ad Hoc Trustee Committees, and Committee of the Whole Meetings on the GECDSB public website.

6.1.4 When all schools of GECDSB are closed as described in *Electronic Meetings and Meeting Attendance* Regulation 463.97, the public will be provided with electronic access to any public meetings outlined in Section 6.1.1.

6.2 Principles of Public Participation

6.2.1 The Greater Essex District School Board values input from the community regarding its legislative authority to provide oversight for education programs and services for public school students who reside in the City of Windsor and County of Essex. More information about the scope of the Board's Responsibilities can be found in the Ontario *Education Act* and its regulations, GECDSB Bylaws and the 2022 – 2026 Good Governance Guide.

6.2.2 The board welcomes the views of the Education Community as defined in Section 1.5, through:

(a) direct contact with the local Trustee;
(b) the board's policy development and review process;
(c) development of the board's multi-year strategic plan;
(d) climate surveys and focus groups;
(e) town hall and other public meetings;
(f) school council meetings;
(g) Statutory Committees, including the Audit Committee, GEC Parent Involvement Committee and Special Education Advisory Committee;
(h) Advisory Committees and related community outreach;
(i) attending public Board and Standing Committee Meetings as observers;
(j) accessing information and reports presented at public Board and Committee meetings; or
(k) E-mail the GECDSB communications department link on the GECDSB website.

6.2.3 Individuals with a question or concern are encouraged to contact the Greater Essex District School Board. Most situations can be resolved with dialogue and cooperation at the local level. The board is committed to addressing concerns in affair, equitable and timely manner.

6.2.4 Parents/guardians should refer to the GECDSB resource *Parent/Guardian to School Communication*https://www.publicboard.ca/en/family-and-community-support/parent-guardian-to-school-communication.aspx . For broader concerns, the public may refer to the resource *Public Concerns* *Public Concerns*.

6.2.5 Section 6.3provides information for members of the Education Community as defined in Section 1.5 who may also wish to provide a Delegation at a Board Standing Committee or Committee of the Whole meeting to share their views with Trustees.

6.3 Delegations

- *Application and Scope*

6.3.2 Members of the Education Community are welcome to request Delegate status to share their views with Trustees regarding subject matter that falls within the Board's governance responsibilities and the Standing Committee's Terms of Reference.

6.3.3 Delegations from members of the public may be scheduled at a Board Standing Committee Meeting or Committee of the Whole Meeting, or as otherwise indicated in Section 6.3.13.

6.3.4 Delegation presentations will not be received:

(a) at Board Meetings (except by the Special Education Advisory Committee, as prescribed in Regulation 464/97), s. 11(2);
(b) by individuals or commercial enterprises who wish to promote products or services to the Board;
(c) regarding personal issues related to the Delegate, a staff member or a student;
(d) regarding employment issues that are covered under GECDSB collective agreements or other employment contracts;
(e) about matters which are the subject of litigation with the Board, or where all rights to a hearing, appeal or review under the Education Act or its regulations have not been commenced or concluded;
(f) prior to the Delegate pursuing any other Board processes that currently exist (including those outlined in Board Policy or Procedure to address their concern(s);
(g) about matters that are currently the subject of a complaint to the Ontario Ombudsman or are under investigation by that Office, under a GECDSB policy or procedure, or the Code of Conduct;

(h) regarding matters that are not within the jurisdiction of the GECDSB and the Board's governance responsibilities;
(i) if, within the last five (5) months, the Delegate has requested to Delegate and been denied or who has delegated to any Standing Committee or Committee of the Whole, unless the subject matter has changed substantially; or
(j) regarding subjects for which there are other opportunities for the Delegate to provide input to the Board, such as School Accommodation Review Meetings, the Budget Development Process, the Board's Multi-Year Strategic Planning Process, etc.

- *Request to Delegate*

6.3.5 Delegates must submit a Delegation request form, as follows.

6.3.6 Request must be received by noon Friday prior to the commencement of a Regular Standing Committee Meeting or a previously scheduled Committee of the Whole Meeting. The timelines do not apply to a request to speak at a Committee of the Whole Meeting that has not yet been scheduled.

6.3.7 Alternative timelines may be considered by GECDSB.

6.3.8 The Director's Office staff are available to respond to inquiries and to provide information to prospective Delegates.

6.3.9 Delegation request forms may be submitted online or delivered in person or mailed to the GECDSB Director's Office 451 Park Street West, P.O. Box 210, Windsor ON N9A 6K1.

- *Delegation Request Form*

6.3.10 The following information is required on the Delegation request form

(a) Name, preferred pronouns, home address and contact information (phone and/ or e-mail address) for each speaker;
(b) Any affiliation with an association, corporation or group which has given consent for the Delegation to speak on its behalf;
(c) The agenda item or subject matter the Delegation wishes to speak about, including preferred meeting dates, if known;
(d) The verbatim speaking notes of the Delegate's presentation; and
(e) Employees of the GECDSB must disclose their employment status (not position or location) on the Delegation request form and, if given Delegate status, at the beginning of their presentation to the Standing Committee or Committee of the Whole.)
(f) Public school supporter.

6.3.11 Delegates may choose to have up to three (3) speakers share the five (5) minutes allotted for making a presentation, provided this information is submitted on the Delegation request form.

- *Municipal Freedom of Information and Protection of Privacy*

6.3.12 Delegations should be aware that audio visual recordings of the proceedings at all Board, Standing Committees, and Committee of the Whole Meetings held in Open Session are live streamed and posted on the GECDSB website for public access. The name of the Delegation, their presentation, any written submissions and related discussion form part of the Board official public record of the meeting. In accordance with the *Municipal Freedom of Information and Protection of Privacy Act*, personal contact information provided on the Delegation request form will not form part of the public record.

- *Confirmation of Delegate Status*

6.3.13 The Chair of the Board and Committee Chair, in consultation with the Director or Designate will consider all Delegation requests and is authorized to take any of the following actions:

(a) schedule the Delegation for any future Board Standing Committee Meeting that has responsibility for the subject matter described in the Delegation Request Form;
(b) refer the Delegation to staff, through the Director or Designate, for follow-up;
(c) for appropriate subject matter that is not included in the Terms of Reference for any Board Standing Committee, or which may apply to all Board Standing Committees, schedule the Delegation for a Committee of the Whole Meeting (such date to be determined by the Chair and Vice-Chair, in consultation with the Delegate and the Director or Designate);
(d) make the final determination regarding the scheduling of the Delegation in Open or Closed Session, in accordance with the confidentiality provisions contained in Sections 207(2), 207(2.1) and 218.3 (10) of the Education Act; or
(e) deny any Delegation requests that do not meet the requirements prescribed in Section 6.3 or exceed three (3) requests to delegate for a particular meeting, unless otherwise approved.

6.3.14 Individuals who have requested to Delegate will be contacted as soon as possible with the decision on their request to Delegate.

6.3.15 A Delegate whose Delegation request is not approved for receipt at a Standing Committee or Committee of the Whole may request that the written submission that accompanied the Delegation request form be distributed to Trustees.

6.3.16 Delegates may delegate in person (physically present in the meeting room of the committee) or through any electronic means offered by GECDSB.

6.3.17 Each Delegation will be given five (5) minutes to make their presentation to the Standing Committee or Committee of the Whole, as the case may be.

- *During the Meeting*

6.3.18 The GECDSB has a duty to provide an environment free of discrimination and harassment. It must promote a positive school climate that is inclusive and accepting of all pupils, including pupils of any race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability and promote the prevention of bullying.

6.3.19 GECDSB is committed to the protection of employees, students, visitor and contractors and complying with its policies and regulations regarding health and safety, workplace violence and workplace harassment.

6.3.20 Delegates and Committee members can expect that the Presiding Officer of a meeting will comply with these duties and rule any person out of order during a meeting whose behaviour or language does not respect the Board's duties in this respect.

6.3.21 Delegates and Committee members will ensure that their remarks are respectful and professional and in accordance with the GECDSB commitment to equity, inclusivity and anti-racism, as well as all other provisions contained in the Ontario Human Rights Code. They will take direction from the Presiding Officer during the meeting. Offensive language or negative personal references regarding any individual will be ruled out of order by the Presiding Officer.

6.3.22 If a Delegate or Committee member does not respect the ruling of the Presiding Officer, they will be asked to leave the meeting room and/or be removed or their electronic means to connect to the meeting, if applicable, will be disconnected.

6.3.23 Placards, signs and backpacks are not permitted in the meeting room.

6.3.24 If a Delegation involves more than one speaker, the maximum time for remarks by all speakers is five (5) minutes. Reallocation of speaking time to another individual is not permitted during the meeting.

6.3.25 In extenuating circumstances, the Committee members may pass a motion to extend the five minute time limit for a Delegate to speak.

6.3.26 The Delegation shall read the verbatim speaking notes submitted with the Delegation request form. Delegations deviating from the speaking notes will be ruled out of order, however, the delegation may respond to Trustees' questions of clarification.

6.3.27 Trustees and Student Trustees in attendance at the meeting may ask questions of clarification following the Delegation's presentation. Speaking time for questions from each Trustee and Student Trustee will not exceed five (5) minutes per Delegation submission, regardless of the number of speakers for that Delegation. There shall be no debate or discussion or additional information or opinion provided by the Trustees or Student Trustees. Questions shall be limited to clarification questions of the Delegate only. Any other questions, debate or discussion shall be ruled out of order by the Presiding Officer.

6.3.28 Committee members may choose to take one or more of the following actions after the presentation:

(a) receive the presentation;
(b) refer the presentation to another Committee for action or information; and/or
(c) refer the presentation to the Director for follow up with the Delegation by assigned staff (subject to consultation with the Director or Designate).

6.3.29 The actions outlined above require a formal recommendation and Majority Vote of the Committee members and are subject to final approval by the Board of Trustees at a Board Meeting.

6.3.30 Delegations will be informed by the Director of any future Board or Committee Meeting date on which a recommendation concerning the Delegation's presentation will be considered by the Board of Trustees.

- *Following the Meeting*

6.3.31 On behalf of the Board of Trustees, the Director or Designate will communicate the following information to the Delegation as soon as possible after the Board Meeting at which recommendations regarding the Delegations presentation are considered. Contact information provided on the Delegation request form will be used for this purpose:

(a) if the Delegation presentation has been referred to the Director for follow up, the Director will assign appropriate staff and applicable contact information will be provided;
(b) if the subject matter of the Delegation presentation has been referred to another Committee, the meeting, date, and time it will be considered will be provided;
(c) if a staff report has been requested for a future Committee meeting, the date and time it will be presented will be provided; and
(d) if that allocation presentation has been received by the board for information, confirmation of this recommendation will be provided.

6.4 Conflict of Interest Registry

6.4.1 Members have a responsibility to disclose any pecuniary conflict of interest, whether direct, indirect or deemed in accordance with the *Municipal Conflict of Interest Act* at Board and committee Meetings by filing a written statement with the Director's Office. In Closed (Private) Session, Members must withdraw from and not be Present in the meeting room or participate via electronic means when a matter about which they have declared a conflict is being discussed.

6.4.2 The Director of Education or Designate will:

(a) File the written statement by the Member in the GECDSB's Conflict of Interest Registry;
(b) Record the conflict of interest in the Minutes of the public Board or committee Meeting;
(c) Record the conflict of interest in the Minutes of a Closed or Private Session Meeting and also in the Minutes of the next Public Board Meeting; and
(d) Make the GECDSB's Conflict of Interest Registry available for public review.

SECTION 7: RESOURCE DOCUMENTATION

7.1 Legislation

- *Education Act*
- *Municipal Conflict of Interest Act*
- *Municipal Elections Act*
- *Municipal Freedom of Information and Protection of Privacy Act*

7.2 Other Documents

- Current edition of Robert's Rules of Order Newly Revised
- Committees' Terms of Reference