



## Governance Committee

Thursday, October 13, 2022

Education Centre Boardroom

7:30 p.m.

### AGENDA

- A - 1 **Opening**  
(a) **Roll Call**
- (b) **Declaration of Conflict of Interest**
- (c) **Welcome /Land Acknowledgment Statement**  
The Grand Erie District School Board recognizes Six Nations of the Grand River and Mississaugas of the Credit First Nation, as the longstanding peoples of this territory. We honour, recognize, and respect these communities as well as all First Nations, Métis and Inuit Peoples who reside within the Grand Erie District School Board. We are all stewards of these lands and waters where we now gather, learn and play, and commit to working together in the spirit of Reconciliation.
- B - 1 **Approval of the Agenda**  
Recommended Motion:  
*"THAT the Governance Committee agenda be approved."*
- C - 1 **Approval of Minutes** - Nil
- D - 1 **Business Arising from Minutes/Previous Meetings** - Nil
- E - 1 **New Business – Governance Items**  
(a) \* **Review of draft suggested Terms of Reference**
- F - 1 **Housekeeping Amendments to the General Working By-Law, General Governance Policy and Governance Policies**  
Recommended Motion:  
\* *"THAT the Housekeeping Amendments to the General Working By-Law General Governance Policy and Governance Policies be forwarded to the October 17, 2022 Regular Board meeting for approval."*
- G - 1 **Other Business** - Nil
- H - 1 **Adjournment**  
Recommended Motion:  
*"THAT the Governance meeting be adjourned at \_\_\_\_ p.m."*
- I - 1 **Next Meeting Date:** March 23, 2022



# Governance Committee Terms of Reference

## 1.0 **Statement of Purpose and Responsibility**

The Governance committee will be responsible for monitoring and reviewing the governance of this board.

## 2.0 **Committee of the Composition**

The Governance Committee will be comprised of:

- 2.1 Chair of the Board
- 2.2 Vice-Chair of the Board
- 2.3 Two (2) Trustees appointed by the Chair of the Board
- 2.4 Director of Education (non-voting member)

## 3.0 **Term of Appointment**

- 3.1 Reviewed annually

## 4.0 **Committee Operating Procedures and Scope:**

The Governance Committee will:

- 4.1 Receive and Review the Minutes of the Committee
- 4.2 On an ongoing basis monitor the effectiveness of the Board Governance and to recommend any appropriate changes for its improvement.
- 4.3 Make recommendations to the Board as appropriate and necessary.

## 5.0 **Role of the Board:**

- 5.1 Support the work of the Committee
- 5.2 Receive and review the Report
- 5.3 Respond to appropriate recommendations of the committee

## 6.0 **Meetings**

- 6.1 Meeting Minutes will be provided to all members
- 6.2 The Chair and/or Director will set the agenda
- 6.3 The Chair and/or Director may call on an external expert to support this committee
- 6.4 The Governance Committee will meet at the call of the Chair and a minimum of two (2) meetings between September and June.

## 7.0 **Reporting**

The Governance Committee will make appropriate recommendations to the Board.



## Governance Committee Proposed Changes

Pg. #	General Working Bylaw /Section	Proposed Change ** in red
p. 5	<p><b>2.3 Annual Meeting</b> In each year that is not a municipal election year, an Annual Meeting shall be held at the first regularly scheduled Board meeting in December.</p>	<p><b>2.3 Annual Meeting</b> In each year that is not a municipal election year, an Annual Meeting shall be held at the first regularly scheduled Board meeting in December <b>where possible.</b></p>
p. 5	<p><b>2.4</b> Two (2) Superintendents of Education, appointed by the Director of Education or designate, shall serve as two <b>returning Officers</b> to distribute and count the ballots;</p>	<p><b>2.4</b> Two (2) Superintendents of Education, appointed by the Director of Education or designate, shall serve as two <b>scrutineers</b> to distribute and count the ballots;</p>
p. 6	<p><b>3.1 Regular Meetings of the Board</b> Regular meetings of the Board shall be held at the Education Centre commencing at 7:15 p.m. on the fourth (4<sup>th</sup>) Monday of each month, except July and August, or where the fourth (4<sup>th</sup>) Monday is a statutory holiday, in which case the Board will meet at the next Monday following the holiday. In the month of December, the regular meeting of the Board will take place on the second Monday of the month.</p>	<p><b>3.1 Regular Meetings of the Board</b> Regular meetings of the Board shall be held at the Education Centre commencing at 7:15 p.m. on the fourth (4<sup>th</sup>) Monday of each month, except July and August, or where the fourth (4<sup>th</sup>) Monday is a statutory holiday, in which case the Board will meet at the next Monday following the holiday. In the month of December, the regular meeting of the Board will take place on the second Monday of the month. <b>Board and standing committees, where permitted by law will be available virtually to members of the public.</b></p>
p. 7	<p><b>3.4 Notice of Meetings</b> Trustees shall be entitled to receive written or electronic notice of the date and time of Regular, and committee meetings by no later than the Friday by noon prior to the meeting, when possible, except that a special meeting of the Board may be convened on twenty-four (24) hours' notice for a matter of urgency.</p>	<p><b>3.4 Notice of Meetings</b> Trustees shall be entitled to receive written or electronic notice of the date and time of Regular, Special Board, and <b>Finance and Policy and Program committee</b> meetings by no later than the Friday by noon prior to the meeting, <b>when possible</b>, except that a special meeting of the Board may be convened on twenty-four (24) hours' notice for a matter of urgency.</p>
p. 7	<p><b>3.5</b> A Trustee may attend Board and committee meetings in-person or by electronic means, in accordance with the <a href="#">Education Act</a> and regulations made under the Act, and the Board's General Governance Policy, section 8, Electronic Meetings. However, <a href="#">Regulation 416/21</a> trustees shall be physically present in the meeting room of the Board for at least three (3) regular meetings during each 12 -month period beginning November 15<sup>th</sup>, 2022.</p>	<p><b>3.5</b> A Trustee may attend Board and committee meetings in-person or by electronic means, in accordance with the <a href="#">Education Act</a> and regulations made under the Act, and the Board's General Governance Policy, section 8, Electronic Meetings. However, <a href="#">Regulation 416/21</a> <b>states</b> trustees shall be physically present in the meeting room of the Board for at least three (3) regular meetings during each 12 -month period beginning November 15<sup>th</sup>, 2022.</p>



## Governance Committee Proposed Changes

<b>p. 8</b>	<p><b>3.11 Minutes</b> The Director of Education shall be responsible for ensuring that minutes are taken for all Board and committee meetings, in accordance with <a href="#">Section 198(1)(a) of the Education Act</a> and following the format attached hereto as Appendix B.</p>	<p><b>3.11 Minutes</b> The Director of Education shall be responsible for ensuring that minutes are taken for all Board and committee meetings, in accordance with <a href="#">Section 198(1)(a) of the Education Act</a> and following the <b>sample</b> format attached hereto as Appendix B.</p>
<b>p. 9</b>	<p><b>4.2 Statutory Committees</b> The number of Trustee committee members, and the Terms of Reference for each of these committees, shall be as prescribed by the Act and applicable Regulation which the exception of Student Trustees who may wish to attend any of the available committees.</p>	<p><b>4.2 Statutory Committees</b> The number of Trustee committee members, and the Terms of Reference for each of these committees, shall be as prescribed by the Act and applicable Regulation <b>which with</b> the exception of Student Trustees who may wish to attend any of the available committees <b>where it is permissible</b>.</p>
<b>p. 10</b>	<p><b>4.6 Committee Appointments</b> Following the Annual or Inaugural meeting, Trustees shall provide the Chair and Vice-Chair with a list of committees to which they would like to be appointed, indicating their order of preference.</p>	<p><b>4.6 Committee Appointments</b> <b>Where possible</b>, following the Annual or Inaugural meeting, Trustees shall provide the Chair and Vice-Chair with a list of committees to which they would like to be appointed, indicating their order of preference.</p>
<b>p. 11</b>	<p><b>4.11 Committee Meetings</b> Trustees shall receive written or electronic notice of a committee meeting by no later than three (3) working days prior to a meeting, which shall include an agenda, as well as sufficient background information for Trustees to participate meaningfully in the proceedings and make an informed decision.</p>	<p><b>4.11 Committee Meetings</b> Trustees shall receive written or electronic notice of a committee meeting <b>by</b> no later than three (3) <b>working</b> days prior to a meeting <b>where possible</b>, which shall include an agenda, as well as sufficient background information for Trustees to participate meaningfully in the proceedings and make an informed decision.</p>
<b>p. 11</b>	<p><b>4.8 Committee Reports</b> Standing and Special Ad Hoc committees shall ensure that minutes are taken for each meeting, using the format outlined in Appendix B;</p>	<p><b>4.8 Committee Reports</b> Standing and Special Ad Hoc committees shall ensure that minutes are taken for each meeting, using the <b>sample</b> format outlined in Appendix B;</p>
<b>p.16</b>	<p><b>12.2 Officers</b> the Director of Education, who serves as Secretary of the District School Board;</p>	<p><b>12.2 Officers</b> the Director of Education, who serves as the Secretary of <del>the District School Board</del> <b>Grand Erie</b>;</p>
<b>p.17</b>	<p><b>15.1 Effective Date of By-law</b> Secretary to the Board</p>	<p><b>15.1 Effective Date of By-law</b> <b>Director of Education and</b> Secretary to the Board</p>
<b>p.19</b>	<p><b>Appendix A</b></p>	<p><b>Appendix A</b> <b>OPSBA Report</b> <b>Correspondence</b></p>
<b>p.20</b>	<p><b>Appendix B</b> Whether a Regulator or Special Meeting</p>	<p><b>Appendix B</b> Whether a <b>Regulator</b> Regular or Special Meeting</p>



## Governance Committee Proposed Changes

<b>Additionally</b>	Chairs Vice Chairs in-camera By-laws	Chairs Vice-Chairs in-camera By-laws
---------------------	--	--

Pg. #	General Governance Policy/section	Proposed Change ** in red
p.4	<b>1.2.2 Adopt, Amend, Suspend or Rescind of Policies</b> b) Each Board Policy will identify a senior staff member responsible to the Director of Education, for establishing and maintaining the contents and currency of the policy. The policy will contain a date for the next scheduled review so that currency can be maintained. As such, a cycle for review will be established to adopt, amend, suspend, or rescind policies will be brought for approval to the Board of Trustees through the Policy / Program Committee.	<b>1.2.2 Adopt, Amend, Suspend or Rescind of Policies</b> b) Each Board Policy will identify a senior staff member responsible to the Director of Education, for establishing and maintaining the contents and currency of the policy. The policy will contain a date for the next scheduled review so that currency can be maintained. As such, a cycle for review will be established to adopt, amend, suspend, or rescind policies <b>that</b> will be brought for approval to the Board of Trustees through the Policy / Program Committee.
p.4	f) Recommendations to adopt, amend, suspend, or rescind policies will first be brought forward to the Policy/Program Committee for discussion. After discussion, the resulting draft policy will be posted on the school board website for public comment for a period of 30 calendar days (excluding statutory holidays, winter, spring, and summer break). The resulting new, adopted, amended, suspended, or rescinded policy will then be forwarded to the Board of Trustees for review and decision.	f) Recommendations to adopt, amend, suspend, or rescind policies will first be brought forward to the Policy/Program Committee for discussion. After discussion, the resulting draft policy will be posted on the school board website for public comment for a period of 30 calendar days (excluding statutory holidays, winter, spring, and summer break) <b>where possible. A brief of the public comments will be made available for trustees upon request.</b> The resulting new, adopted, amended, suspended, or rescinded policy will then be forwarded to the Board of Trustees for review and decision.
p.8	b)	<b>b) Finance and Policy and Program reports will go to the board for information. The Chair or Vice-Chair will provide an overview and all information items will be treated as information items and only those items treated as business items will be listed on the agenda in the form of a recommended motion.</b>  <b>All board reports moving information items will be treated as information items without a motion and all business items necessitating a motion will include a motion for approval.</b>



## Governance Committee Proposed Changes

<b>p. 15</b>	<p><b>8.1 Compliance with Regulation</b> f) <u>Board Meetings</u></p> <p>As required by the following persons must be present in the Board meeting room for any meeting of the Board and/or Committees of the Board (meetings can be virtual up to November 15<sup>th</sup>, 2022)</p>	<p><b>8.1 Compliance with Regulation</b> f) <u>Board Meetings</u></p> <p>As required <del>by</del> the following persons must be present in the Board meeting room for any meeting of the Board and/or Committees of the Board (meetings can be virtual up to November 15<sup>th</sup>, 2022)</p>
<b>p.15,16</b>	<p><b>9.0 Board Committees</b> As defined in the Board's General Working By-law-GB1, Article 4, the Board has a duty to constitute certain prescribed statutory committees and may also form non-statutory Standing and Special Ad Hoc committees. Trustees will be appointed to Statutory and Standing committees in accordance with the procedures outline in By-law-GB1 at the first regular meeting of the Board following the Annual or Inaugural Meeting. (Meetings can be virtual up to November 15, 2022)</p>	<p><b>9.0 Board Committees</b> As defined in the Board's General Working By-law-GB1, Article 4, the Board has a duty to constitute certain prescribed statutory committees and may also form non-statutory Standing and Special Ad Hoc committees. Trustees will be appointed to Statutory and Standing committees in accordance with the procedures outline in By-law-GB1 at the first regular meeting of the Board following the Annual or Inaugural Meeting. (Meetings can be virtual up to November 15, 2022)</p> <p><i>The Terms of Reference. for all committees, where permitted by law will be reviewed and amended, if necessary, annually and included in the committee package.</i></p>
<b>p.20</b>	<p><b>10.2 Qualifications</b> (iv) agrees to adhere to the Provincial Code of Behavior for Schools, Governance Policy, GB-1 By-law, and Trustee Code of Conduct at all times while performing the functions of a Student Trustee.</p>	<p><b>10.2 Qualifications</b> (iv) agrees to adhere to the Provincial Code of Behavior for Schools, Governance Policy, GB-1 By-law, and <del>the</del> Trustee Code of Conduct at all times while performing the functions of a Student Trustee.</p>

Pg. #	Trustee Code of Conduct Governance Policy 4	Proposed Change ** in red
<b>p. 2</b>	<p><b>Policy Statement</b> The purpose policy is to establish and promote ethical, respectful, and appropriate conduct of the Trustees.</p>	<p><b>Policy Statement</b> The purpose <del>of the</del> policy is to establish and promote ethical, respectful, and appropriate conduct of the Trustees.</p>
<b>p.8</b>	<p><b>4.2 Formal Resolution Process</b> If the information</p>	<p><b>4.2 Formal Resolution Process</b> If the informal <del>tion</del></p>
<b>p.8</b>	<p><b>4.2 Formal Resolution Process</b> a) a) b)</p>	<p><b>4.2 Formal Resolution Process</b> a) <del>a)</del> b) c)</p>



## Governance Committee Proposed Changes

Pg. #	Director's Performance Appraisal Governance Policy 5	Proposed Change ** in red
p. 1	<p><b>Process</b></p> <p>1. The Director of Education Performance Review Committee shall be composed of four (4) Trustees, selected annually by, and in addition to, the Chair and Vice-Chair of the Board. The Chair of the Board shall Chair the Director of Education Performance Review Committee.</p>	<p><b>Process</b></p> <p>1. The Director of Education Performance Review Committee shall be composed of four (4) Trustees, selected annually by <b>the Chair</b>, and <del>in addition to,</del> including, the Chair and Vice-Chair of the Board. The Chair of the Board shall Chair the Director of Education Performance Review Committee.</p>