

# COMMITTEE OF THE WHOLE

Thursday, February 2, 2023 | 11:00 AM

Virtual:
<a href="#">Join zoom meeting</a>
Meeting ID: 817 5119 8488
Passcode: 861196
Dial in: 1 855 703 8985

## AGENDA

### 1.0 Call to Order

#### 1.1 Land acknowledgement

We would like to open this meeting by acknowledging the traditional territories of the Anishinaabe, on which all schools of the NNDSB are situated. The Board Office is specifically located on the traditional territory of the Nipissing First Nation. We value the cultures, histories and relationships with the Indigenous People of Turtle Island. We are grateful to be gathered here today.

#### 1.2 Attendance

Confirmation of Quorum

#### 1.3 Declaration of Conflict of Interest

### 2.0 Approval of the Agenda ✓

Motion: That the agenda for the Committee of the Whole meeting of February 2, 2023 be approved.

### 3.0 New Business

#### 3.1 Governance process update ✓

### 4.0 Adjournment

Motion: That on February 2, 2023 we do now adjourn at \_\_\_\_pm.

<b>Title:</b>	<b>Governance Procedures Update</b>
<b>Contact:</b>	Erika Lougheed, Board Chair
<b>Date Submitted:</b>	February 2, 2023
<b>Mandate:</b>	Excellence in Relationships through the focus on promoting and building connections to foster mutually respectful communication among students, families, staff, and the broader community.
<b>Background:</b>	<p>In 2019, in response to community and board concerns around appropriate governance practices, the Board of Trustees requested special support from the Minister of Education. The Ministry of Education assigned two Special Advisors (Wally Easton and Wayne Joudrie) to work with the Near North District School Board.</p> <p>The Special Advisors' mandate was to provide the Minister of Education with advice and recommendations about how the Near North District School Board can improve its governance, human resources practices and financial accountability role to support and improve public confidence in the board and in Ontario's publicly funded education system.</p> <p>Following the completion of their work, NNDSB retained the services of Special Advisory Joudrie as a consultant to lead the Board through the creation of new bylaws. This process was completed in June 2020 when the Board of Trustees formally approved a new governance manual. NNDSB continues to consult with the Special Advisors for guidance regarding appropriate parliamentary procedures to ensure strict adherence to the strong processes put in place.</p>
<b>Update:</b>	<p>It is recognized that a Motion was brought forward to the January 10, 2023 Committee of the Whole meeting proposing the Board adjust the schedule to convene the Committee of the Whole meeting on a separate evening from the Board of Trustees meeting. The motion included a recommendation that stated in part, "That the Board of Trustees receives the bylaw amendments for consideration and endorses the modifications to update our By-Laws in sections BL 102, BL 104, and BL 107".</p> <p>It is noted NNDSB reached out to Special Advisors Joudrie and Easton regarding appropriate bylaw amendment procedures and Committee of the Whole meeting scheduling to ensure the Board continues to operate with strict adherence to appropriate governance practices and continues to be well supported in its understanding of parliamentary procedure. The following outlines the highlights of the meeting with SA</p>

Joudrie that occurred on January 17, 2023 and with SA Easton on January 20, 2023.

Throughout the conversation with the Special Advisor the overarching principle expressed was “always go back to what’s on paper”. This was reiterated as an important principle for the NNDSB Board of Trustees in particular, given the previous governance challenges.

### **1. Committee of the Whole meeting scheduling**

SA Joudrie noted that Committee of the Whole must always be open to the public, except for in-camera business. Of particular importance for NNDSB is the need to ensure appropriate notice is provided to the public regarding meetings. A Committee of the Whole meeting can be scheduled at any time with appropriate notice to trustees and members of the public. In a situation where the Board has defined its committee meeting schedule, this should be adhered to.

### **2. Bylaw Amendment Procedures**

It is noted that the process to amend bylaws is outlined in Governance Policy 202, however SA Joudrie confirmed this process is predicated on the Board’s expressed support for a change (in essence, this is the process to follow once a bylaw change has been agreed to, this is not the process to raise bylaw changes).

Where there is no explicit process defined for bringing forward a request for a bylaw amendment, Robert’s Rules of Order (RROR) would consider this as an “unclassified motion” (to rescind/appeal), as the bylaws are something previously approved and adopted by the Board. A motion to rescind/appeal must be seconded and the vote required to pass is two-thirds.

SA Joudrie confirmed NNDSB does not have a bylaw specific to bringing forward bylaw amendments so the above process should be followed. NNDSB B-117 includes a table with a rule of order summary which confirms adherence to this process. It is noted that NNDSB has nine trustees, and therefore, six trustees would constitute the majority required to approve the motion.

It is noted that a bylaw change was brought forward to a vote during the January 10, 2023 Committee of the Whole meeting that was accepted with a result of five votes in favour- which does not meet the threshold

for a 2/3rds majority required to amend a bylaw. SA Joudrie noted that in this case, or any case where a misinterpretation/mistake has occurred, it should be addressed at the next meeting so that the Board can ensure it is adhering to its defined process.

Further conversation was had with SA Easton on January 20, 2023 for remaining items and questions for clarification requested by the Chair.

### **3. Corrective Action- Concrete Next Steps**

In accordance with section 283.1 of *The Education Act*, the Director of Education must immediately upon discovery bring to the attention of the board any act or omission by the board that in the opinion of the director of education may result in or has resulted in a contravention of this Act or any policy, guideline or regulation made under this Act.

It is noted that should a board not respond in a satisfactory manner to an act or omission brought to its attention, the Director is obligated to advise the Deputy Minister of the Ministry of the act or omission.

In accordance with section 218.4 of *The Education Act*, the chair of a board must preside over meetings of the board and conduct the meetings in accordance with the Board's procedures and practices for the conduct of board meetings.

The Chair requested concrete actionable advice regarding corrective actions and what implications exist for the Chair when proper process is not followed. In conversation with SA Easton, NNDSB was advised that there are firm obligations for the Chair to take corrective action. Procedural errors can be overturned by the Court. It is doubtful that there would be legal consequences for honest mistakes. The most typical consequence is felt with public relations.

Once a mistake is known, it must be corrected. Deliberate misapplications or mistakes known to the Board and not corrected do carry implications for the Board of Trustees. Corrective action should include the Chair advising the Board of the honest mistake/oversight and confirming the amendment is not approved (declared null). A declaration of null is akin to the vote not occurring, not a vote lost so a new vote can take place with the trustees now aware of the two-thirds requirement.

<b>Recommendation</b>	<p>That the Board of Trustees continues with strict adherence to bylaw rooted in “what’s written on paper” as a guiding principle.</p> <p>That it be recognized that NNDSB motion 23-01-05 is null.</p>
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