



# Special Meeting of the Toronto Lands Corporation (TLC) Board of Directors

Board of Directors Meeting

14 September 2023

In-Person: TLC Office Virtual: Zoom

60 St Clair Ave E

Suite 201

Toronto, ON, M4T 1N5



## Special Meeting of the Toronto Lands Corporation (TLC) Board of Directors

### PUBLIC AGENDA

#### Call to Order & Confirmation of Quorum

Chair

#### Land Acknowledgement

Chair

We acknowledge we are hosted on the lands of the Mississaugas of the Anishinaabe, the Haudenosaunee Confederacy and the Wendat. We also recognize the enduring presence of all First Nations, Métis and the Inuit peoples.

#### Declaration of Conflict of Interest under the Municipal Conflict of Interest Act and the Ontario Business Corporation Act

Chair

#### Approval of the Agenda/Other Business

Chair

For Approval

#### Items for Approval

Chair

Implementation of Toronto Lands Corporation Board of Directors Procedural Bylaw Review and Development (2023-09-042)

R. Glenn / T. Raponi

For Approval

Governance Review Action Plan Resulting From the Revised Shareholder's Direction (2023-09-043)

R. Glenn/ T. Raponi

For Approval

Modernization Opportunities: Capital Priority Site, 235 Galloway Road (2023-09-044)

R. Glenn/ B. Carou

For Approval

#### Items for Information

Chair

Bill 98, Better Schools and Student Outcomes Act, 2023: Update (2023-09-045)

R. Glenn

Discussion Item

#### Termination of Meeting

Chair

**DECISION ITEM****Implementation of Toronto Lands Corporation Board of Directors Procedural Bylaw Review and Development****To: TLC Board****Date:** September 14, 2023**RECOMMENDATION:**

It is recommended:

1. That, regarding Committees of the Board and establishment of Committees:
  - i. That the mandate of the Human Resources and Nominating Committee be revised to include a TLC Board of Directors governance framework review;
  - ii. That a Human Resources, Nominating and Governance Committee be established at the TLC Organizational Meeting, to succeed the current Human Resources and Nominating Committee, with the revised mandate at part 1(i);
  - iii. That members of the Board's committees be consulted at regular Committee meetings scheduled in September and October 2023 regarding changes to the respective committee's terms of reference;
  - iv. That revised terms of reference for the following committees, incorporating feedback collected by Committee members, be presented to the Board at the Regular Board meeting on October 19 for approval:
    - Human Resources, Nominating and Governance Committee;
    - Audit and Finance Committee; and,
    - Policy and Planning Committee;
2. That, regarding the development of a TLC Board Procedural Bylaw:
  - i. That members of the Board of Directors be invited to submit feedback on the development of a procedural bylaw for the Board of Directors, with reference to By-Law No. 1 and the Toronto District School Board Bylaws, to the CEO and Head of Corporate Accountability and Governance for a period from September 14 to September 26, 2023;
  - ii. That a draft of the TLC Board Procedural Bylaw with feedback collected by members be presented for consideration to the Human Resources and Nominating Committee on October 5;
  - iii. That, following the October 5 meeting of the Human Resources and Nominating Committee, a draft of the TLC Board Procedural Bylaw with any additional feedback provided at the Human Resources and Nominating Committee meeting be provided as notice at the Regular Board meeting on October 19;
3. That the TLC Organizational Meeting and Strategic Planning Session scheduled for December 5, 2023 be rescheduled as an Organizational Meeting to Thursday, November 16, 2023 at 5 PM to:

- i. Receive any changes to TLC Board membership as a result of the TDSB Organizational Meeting;
  - ii. Appoint a Chair, Vice-Chair and Committee members;
  - iii. Approve the revised procedural bylaw;
4. That the Strategic Planning Session scheduled for December 5, 2023 at 5 PM continue as scheduled, with a strategic focus on planning for the review of the governance framework.

## EXECUTIVE SUMMARY

To support the implementation of the newly revised Shareholder's Direction, the Toronto Lands Corporation Board of Directors will undertake a comprehensive governance review. The initial phase of the review, to be undertaken throughout the fall, beginning in September 2023, will include a review of the Terms of Reference for Committees of the Board and a review of the current Board Bylaws intended to develop a more relevant procedural bylaw. This initial phase will allow the Board of Directors to enter the 2024 calendar year and meeting schedule with an established framework for meeting conduct, with minimal interruption of current and planned meeting activities. The governance review will continue throughout 2024, and the anticipated timeline has been provided as part of report 2023-09-043, Governance Review Action Plan Resulting From the Revised Shareholder's Direction.

A governance review is a broad commitment to continuous board improvement. The recent review of TLC by TDSB and subsequent revisions to the Shareholder's Direction encourages and supports the work of a governance review. The bylaw review is a significant project for TLC and the Board of Directors, as an effective and efficient procedural bylaw is the basis of sound decision-making. Additionally, the revisions to governance, policies and procedures will enhance public transparency and accountability in decision-making, improve communication between TLC and TDSB, and improve the accessibility of TLC for the TDSB community.

The procedural bylaw review, and the broader governance review, will reference the current governance framework of TDSB, including the Board's bylaws and governance practices. The TDSB Board Bylaws were recently reviewed over a two-year period from 2020-2022 and approved by the Board of Trustees in October 2022. TDSB trustees provided extensive feedback on meeting management, decision-making and accessible governance throughout the review. As part of the TDSB bylaw review, TDSB also undertook various expert reviews of the bylaws, including reviews by TDSB's Integrity Commissioner, Accessibility department and external Indigenous Governance experts. A copy of the TDSB Board Bylaws has been provided in appendix B for reference.

To guide and direct the work of a governance review, staff are recommending that a governance focus be added to the mandate of the Human Resources and Nominating Committee, effective following the establishment of a Human Resources, Nominating and Governance Committee at the 2023 annual TLC Board Organizational Meeting. The additional work of the governance review is not expected to interfere with any planned work of the current Human Resources and Nominating Committee in the 2024 calendar year. Additionally, the Board may wish to continue the work of a Human Resources, Nominating and Governance Committee at the 2024 Organizational Meeting in order to establish a culture of continued governance improvements and board management reviews.

Key aspects in reviewing the current TLC Board Bylaw and developing an effective procedural bylaw will include, but are not limited to:

- reviewing the meeting management process, including agenda setting, calling of meetings, and meeting decorum;
- clarifying how decision-making takes place, in terms of motions, amendments, debate and voting;
- providing a process for the appointment of members to various committees and recommendation of a Board Chair to the TDSB Board, per the Shareholder’s Direction; and,
- developing a process for public involvement and delegations.

Regarding the initial phase of the governance review, the key milestone events of the bylaw review are noted in the chart below. As a best practice of public governance, milestones of a procedural bylaw include: a consultation phase, which may include soliciting feedback from community stakeholders and experts; a drafting phase where feedback is incorporated and discussed; and a notice phase, where directors can review a clean draft of the document prior to approval and implementation. Policy and procedure reviews at TLC are also subject to additional approval by TDSB. An accelerated timeline for the bylaw review is recommended above, with the intention of having a complete procedural bylaw in effect for the 2024 meeting cycle.

Milestone Event	Timeline
TLC Board of Directors approves bylaw review implementation plan	September 14, 2023
Consultation and feedback collected on Board Bylaws	September 14 – 26, 2023
First draft of revised procedural bylaw with feedback presented to Committee	October 5, 2023
Final draft provided to TLC Board of Directors at Regular Board meeting to begin notice phase	October 19, 2023
Approval of procedural bylaw by TLC Board of Directors	November 16, 2023
Review of procedural bylaw by TDSB Planning and Priorities Committee and approval by TDSB Board	January/February 2024

## **AUTHORITY OR DIRECTION FOR UNDERTAKING PROJECT**

**Authority or Direction:** Shareholders Direction

### Section 3.2 Principles Governing TLC.

To guide decision-making and strengthen accountability to TDSB’s fiduciary responsibilities in the stewardship of its Real Estate Portfolio, TLC will conduct its affairs in a manner consistent with the following principles:

- (f) that TLC be guided by the TDSB Multi-Year Strategic Plan and other applicable TDSB Plans, policies and procedures;
- (h) that TLC conduct its affairs in a transparent and public spirited way, recognizing that, in many cases, the Real Estate Interests within the Real Estate Portfolio are important to the communities in which they are located; and
- (i) that TLC work with communities, local politicians and stakeholder organizations to ensure they have a meaningful opportunity to be informed of, participate in, and comment on, significant projects, initiatives or other matters being undertaken by TLC.

Section 4.11 TLC Meetings, Meeting Agendas, and Meeting Minutes

TLC shall:

- (1) conduct all meetings of the TLC Board and its committees in a manner that is open and accessible to the public, with the exception of TLC Board meetings and TLC Board committee meetings that are closed meetings held in conformance with the requirements of section 207 of the Education Act; and
- (2) post the agendas and minutes of all TLC Board meetings and TLC Board committee meetings online in a manner that is available to the public, with the exception of TLC Board meetings and TLC Board committee meetings that are closed to the public in accordance with the requirements of section 207 of the Education Act.

**STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS**

**TDSB Strategic Plan Goal:**

**Build Strong Relationships and Partnerships with School Communities to Support Student Learning and Well-Being**

*Create opportunities for the use of TDSB lands to deliver improved learning facilities while exploring other broader city building objects which strengthen the communities in which these schools serve.*

**DUE DILIGENCE** (Select all that apply)

**Finance & Audit Committee**

- |   |  |
|---|--|
| <input type="checkbox"/> Consultation with TDSB Executive and/or Finance  | <input type="checkbox"/> Retain accountants or other professional advisors |
| <input type="checkbox"/> TDSB Review and Agreement                        | <input type="checkbox"/> Retain outside legal counsel                      |
| <input type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Professional review and advice                    |
| <input type="checkbox"/> Other:   |  |

**HR & Nominating Committee**

- |   |  |
|---|--|
| <input type="checkbox"/> SWOT Analysis                                    | <input type="checkbox"/> Gap Analysis                    |
| <input type="checkbox"/> Market research on best practices                | <input type="checkbox"/> Legal counsel review and advice |
| <input type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Retain outside legal counsel    |
| <input type="checkbox"/> Other:   | <input type="checkbox"/> Consultation with TDSB Staff    |

**Policy & Planning Committee**

- |   |   |
|---|---|
| <input type="checkbox"/> Site Inspection      | <input type="checkbox"/> Planning Report                        |
| <input type="checkbox"/> Official Plan        | <input type="checkbox"/> Consultation with Local Trustee        |
| <input type="checkbox"/> Zoning               | <input type="checkbox"/> TDSB Staff Review and Agreement        |
| <input type="checkbox"/> Reg 444/98           | <input type="checkbox"/> Consultation with TDSB Executive Staff |
| <input type="checkbox"/> Appraisal Report     | <input type="checkbox"/> Consultation with TDSB Planning Staff  |
| <input type="checkbox"/> Environmental Report | <input type="checkbox"/> Consultation with TDSB Finance Staff   |
| <input type="checkbox"/> Title Check          | <input type="checkbox"/> Historical Assessment                  |
| <input type="checkbox"/> Other:               |   |

**FINANCIAL IMPLICATIONS**

N/A

**RISK LEVEL**

Risk: N/A      Risk not applicable

**ACTION PLAN AND ASSOCIATED TIMELINES**

At the next meeting of each Committee, members of the Committee will be asked to provide feedback on the current terms of reference of the Committee to be incorporated into the terms of reference review. Proposed revisions to each Committee's terms of reference will be presented for Board approval at the next regular meeting of the Board.

For the duration of the governance review, staff will schedule regular professional development and orientation sessions for Board members to ensure all members of the Board have a strong understanding of the governance framework of the Toronto Lands Corporation. Sessions will include a comprehensive procedural bylaw review session following TDSB approval of revisions; a chair and vice-chair orientation session following the organizational meeting for the Board Chair, Vice-chair and Committee Chairs to ensure effective integration into their respective roles; and ongoing information sessions as aspects of the governance review are approved and enacted.

**TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)**

- TLC Board Bylaws
- TDSB Board Bylaws
- Terms of Reference for Committees of the Board

**APPENDIX**

- **Appendix A:** TLC Board Bylaws
- **Appendix B:** TDSB Board Bylaws
- **Appendix C:** TLC Bylaw Review Chart

**FROM:**

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**TORONTO LANDS CORPORATION**

**BY-LAW NO. 1**

**ARTICLE 1  
INTERPRETATION**

**Section 1.1 Definitions.**

As used in this by-law, the following terms have the following meanings:

**"Act"** means the *Business Corporations Act* (Ontario) and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

**"Authorized Signatory"** has the meaning specified in Section 2.2.

**"Corporation"** means Toronto Lands Corporation.

**"Director of Education"** means the Director of Education of the Toronto District School Board from time to time.

**"person"** means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability corporation, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

**"recorded address"** means (i) in the case of a shareholder or other securityholder, the shareholder's or securityholder's latest address as shown in the records of the Corporation, (ii) in the case of joint shareholders or other joint securityholders, the address appearing in the records of the Corporation in respect of the joint holding or, if there is more than one address in respect of the joint holding, the first address that appears, and (iii) in the case of a director, officer or auditor, the person's latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.

**"Shareholder"** means the Toronto District School Board.

**"Shareholder's Direction"** means the direction dated May 16, 2008 from the Shareholder to the Corporation (as same may be amended, varied or supplemented from time to time) which provides the terms upon which the Corporation has agreed to provide certain services to the Shareholder, and which constitutes, in part, a unanimous shareholder agreement under the OBCA.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

### **Section 1.2 Interpretation.**

The division of this by-law into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Any reference in this by-law to gender includes all genders and words importing the singular number only include the plural and vice versa. In this by-law the words "including" and "includes" mean "including (or includes) without limitation".

### **Section 1.3 Subject to Act and Articles.**

This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or the articles will govern.

### **Section 1.4 Conflict With Shareholder's Direction.**

If there is any conflict or inconsistency between any provision of the Shareholder's Direction and any provision of this by-law, the provision of such Shareholder's Direction will govern to the extent of such conflict or inconsistency.

## **ARTICLE 2 BUSINESS OF THE CORPORATION**

### **Section 2.1 Fiscal Year.**

The fiscal year of the Corporation ends on August 31 of each year or such other date as the directors determine from time to time, subject to the prior approval of the Shareholder.

### **Section 2.2 Execution of Instruments and Voting Rights.**

Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, by (i) any two of the directors and officers or (ii) by any other person authorized by the directors from time to time (each Person referred to in (i) and (ii) is an "Authorized Signatory"). In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any

contract, document or instrument on behalf of the Corporation, may affix the corporate seal, if any, to any contract, document or instrument when required.

As used in this Section, the phrase "contracts, documents and instruments" means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

### **Section 2.3 Banking Arrangements.**

The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.2.

## **ARTICLE 3 DIRECTORS**

### **Section 3.1 Qualification.**

No person shall be qualified for election as a director unless he or she is eligible to be a director pursuant to the Shareholder's Direction.

### **Section 3.2 Place of Meetings.**

Meetings of directors may be held at any place in Ontario.

### **Section 3.3 Calling of Meetings.**

The chair of the board, the president, the chief executive officer or any two or more directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.

### **Section 3.4 Regular Meetings.**

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

### **Section 3.5 Notice of Meeting.**

Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than 24 hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting

except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of shareholders.

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

### **Section 3.6 Attendance by Director of Education or Representative at Meetings**

Pursuant to the Shareholder's Direction, the Director of Education or any person appointed by the Director of Education shall be entitled to receive notice of all meetings of directors and all other documents delivered to the directors and to attend all meetings of the directors.

### **Section 3.7 Waiver of Notice.**

A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors, or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before, at or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

### **Section 3.8 Quorum.**

A majority of the number of directors in office constitutes a quorum at any meeting of the directors, provided that a quorum may not be less than four directors, at least two of which shall be trustees of the Toronto District School Board, and at least two of which shall be individuals who are not trustees of the Toronto District School Board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because one or more directors are not permitted to be present at the meeting by reason of the conflict of interest provisions of the Act or any policy adopted by the Corporation, the remaining directors shall be deemed to constitute a quorum for purposes of voting on the resolution.

### **Section 3.9 Meeting by Telephonic, Electronic or Other Communication Facility.**

If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is

effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

**Section 3.10 Chair.**

The chair of any meeting of directors will be the chair of the board, provided that if the chair of the board is not present at the meeting, the directors present shall choose one of their number to chair the meeting.

**Section 3.11 Secretary.**

The corporate secretary, if any, will act as secretary at meetings of directors. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.

**Section 3.12 Votes to Govern.**

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

**Section 3.13 Remuneration and Expenses.**

The remuneration, if any, to be paid to a director for his or her services as a director will be as determined by the Shareholder from time to time. The directors are also entitled to be reimbursed for reasonable travelling and other out-of-pocket expenses properly incurred by them in attending directors meetings, committee meetings and shareholders meetings and in the performance of other duties of directors of the Corporation.

**ARTICLE 4  
COMMITTEES**

**Section 4.1 Committees of Directors.**

Subject to the Shareholder's Direction, the directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise.

**Section 4.2 Proceedings.**

Meetings of committees of directors may be held at any place in or outside Canada. At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling

meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 3.2 to Section 3.12 inclusive apply to committees of directors, with such changes as are necessary.

## **ARTICLE 5 OFFICERS**

### **Section 5.1 Appointment of Officers.**

The chair of the board shall be appointed by the Shareholder. Subject to the Shareholder's Direction, the directors may appoint such other officers of the Corporation as they deem appropriate from time to time. The officers to be appointed by the directors shall include a chief executive officer and may include any of one or more vice-presidents, a chief financial officer, a corporate secretary and a treasurer and one or more assistants to any of the appointed officers. No person may be the chair of the board unless that person is a director.

### **Section 5.2 Powers and Duties.**

Unless the Shareholder or directors determine otherwise, an officer has all powers and authority that are incident to his or her office. Except as aforesaid, an officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer (save for the chair of the board, whose power, authority, functions and duties may only be altered by the Shareholder).

### **Section 5.3 Chair of the Board.**

If appointed, the chair of the board will preside at directors meetings in accordance with Section 3.10.

### **Section 5.4 President.**

If appointed, the president of the Corporation will have general powers and duties of supervision of the business and affairs of the Corporation. The president will have such other powers and duties as the directors determine.

### **Section 5.5 Corporate Secretary.**

If appointed, the corporate secretary will have the following powers and duties: (i) the corporate secretary will give or cause to be given, as and when instructed, notices required to be given to shareholders, directors, officers, auditors and members of committees of directors; (ii) the corporate secretary may attend at

and be the secretary of meetings of directors, shareholders, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and (iii) the corporate secretary will be the custodian of any corporate seal of the Corporation and the books, papers, records, documents, and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose. The corporate secretary will have such other powers and duties as the directors or the president of the Corporation determine.

#### **Section 5.6 Treasurer.**

If appointed, the treasurer of the Corporation will have the following powers and duties: (i) the treasurer will ensure that the Corporation prepares and maintains adequate accounting records in compliance with the Act; (ii) the treasurer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and (iii) at the request of the directors, the treasurer will render an account of the Corporation's financial transactions and of the financial position of the Corporation. The treasurer will have such other powers and duties as the directors or the president of the Corporation determine.

#### **Section 5.7 Removal of Officers.**

The directors may remove an officer (save for the chair of the board, who may only be removed by the Shareholder) from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation, if applicable.

### **ARTICLE 6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **Section 6.1 Limitation of Liability.**

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (iv) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (v) any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to his office.

#### **Section 6.2 Indemnity.**

The Corporation will indemnify to the fullest extent permitted by the Act (i) any director or officer of the Corporation, (ii) any former director or officer of the

Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and (iv) their respective heirs and legal representatives. The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

### **Section 6.3 Insurance.**

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

## **ARTICLE 7 SECURITIES**

### **Section 7.1 Form of Security Certificates.**

Subject to the Act, security certificates, if required, will be in the form that the directors approve from time to time or that the Corporation adopts.

## **ARTICLE 8 PAYMENTS**

### **Section 8.1 Payments of Dividends and Other Distributions.**

Any dividend or other distribution payable in cash to shareholders will be paid by cheque or by electronic means or by such other method as the directors may determine or as the Shareholder may require. The sending of the cheque or the sending of the payment by electronic means or the sending of the payment by a method determined by the directors in an amount equal to the dividend or other distribution to be paid less any tax that the Corporation is required to withhold will satisfy and discharge the liability for the payment.

## **ARTICLE 9 MISCELLANEOUS**

### **Section 9.1 Notices.**

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, shareholder or auditor is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, shareholder or auditor by any means of communication permitted by the Act or other applicable law. In addition,



any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

**Section 9.2 Computation of Time.**


In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

**ARTICLE 10  
EFFECTIVE DATE**


**Section 10.1 Effective Date.**

This by-law comes into force when made by the directors in accordance with the Act.

This by-law was made by resolution of the directors on May 16, 2008.

  
\_\_\_\_\_  
Secretary

This by-law was confirmed by the Shareholder on May 16, 2008.

  
\_\_\_\_\_  
Secretary



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# BOARD BYLAWS

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October 26, 2022

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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 of the Director of Education and designated staff.
- 1.1.2 The Bylaws govern the actions of Trustees in Board and Committee meetings and advance democratic decision-making through fair and respectful dialogue and debate.
- 1.1.3 The Bylaws are consistent with applicable legislation, including the *Education Act*, *Municipal Act*, and *Municipal Conflict of Interest Act*.
- 1.1.4 The TDSB will ensure that fairness, non-discrimination, anti-oppression, anti-racism, equity, acceptance and inclusion are integrated into Board and Committee practices.

### 1.2 Application and Scope

#### 1.2.1 Board and Committees

These Bylaws apply to all Trustees. Certain provisions apply to Student Trustees.

The Director of Education and designated staff provide support to the Board of Trustees in relation to these Bylaws for Board and Committee meetings. The rules contained within these Bylaws apply to both Board and Committee meetings, unless otherwise stated in any of the provisions.

For the purpose of these Bylaws, Committees (as defined in section 1.6) comprise Planning and Priorities Committee, Standing Committees, Special Committees, and Subcommittees but do not include Statutory Committees, Staff Committees, and Community Advisory Committees, which are governed by applicable legislation or Board policies.

#### 1.2.2 Temporarily Suspending a Provision of the Bylaws

The Board may temporarily suspend one of the Bylaws' provisions on a one-time basis, with a two-thirds (2/3) majority vote of the members present, unless prohibited by the *Education Act* or other legislation.

## SECTION 1: GENERAL

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A temporary suspension of a Bylaws' provision will expire no later than at the end of the meeting. The following provisions, however, cannot be suspended:

- (a) Two-Thirds (2/3) Majority Vote of the Members Present Required to Suspend Provision(s) of the Bylaws (section 1.2.2);
- (b) Amendments to the Bylaws (section 1.3);
- (c) No New Business at Special Meetings (except Emergency Business) (section 5.5);
- (d) Quorum for Board and Committee Meetings (section 4.5.3, 5.10.);
- (e) Open (Public) Session (section 5.3);
- (f) Closed (Private) Session (section 5.4);
- (g) Notice of Motion (section 5.15.45 to 5.15.52); and
- (h) Motion to Reconsider (section 5.15.25 to 5.15.27).

Committees are not permitted to suspend any provision of the Bylaws.

### Application of Standard Parliamentary Rules

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 legislative act or regulation, the statute will prevail.

Standard parliamentary rules of order may be followed if both the relevant legislative acts and Bylaws are silent.

## 1.3 Amendments to Bylaws

### 1.3.1 Review Cycle

These Bylaws will be updated as required and reviewed at a minimum every four (4) years.

### 1.3.2 Advance Notice

Advance notice is to be given at the previous Board meeting for consideration to amend the Bylaws at a subsequent meeting.

### 1.3.3 Two-Thirds Majority Requirement

Two-thirds (2/3) majority vote of all Board members is required to make changes to the Bylaws.

#### 1.3.4 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 Procedural Errors and Omissions

A procedural error or omission regarding notice of an agenda, report or meeting 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 a statutory requirement.

#### 1.5 Supporting Procedures to the Bylaws

The Board may adopt supporting procedures for any of the provisions contained within these Bylaws.

#### 1.6 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 vote is subsequently reduced by the number of members who declared a conflict of interest;

**“Adjourn”** means to end a meeting;

**“Agenda”** means a list of items that form the order of business to be discussed at the Board or Committee meeting;



## SECTION 1: GENERAL

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**“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;

**“Appeal Ruling of a Chair or Presiding Officer”** means to enquire in a formal meeting as to whether the correct decision regarding application of these Bylaws was called by the Chair or presiding officer, after the introduction of a point of order or question of personal privilege;

**“Board”** or **“Board of Trustees”** means the collective governing body of the TDSB, constituted as a board pursuant to the *Education Act*, including section 208(1) of the Act;

**“Board Meeting”** means a Regular Meeting of the **“Board of Trustees”**, as defined above;

**“Business Arising”** means consideration of a matter directly related to a recently concluded agenda item within the same meeting;

**“Chair”** means the Chairperson of the Board or of any Committee;

**“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 pursuant to section 207(2) of the *Education Act* and in accordance with section 5.4 of these Bylaws;

**“Code of Conduct”** means the Board Member Code of Conduct (P075) for the Toronto District School Board;

**“Committee”** means the following committees of the Board established pursuant to these Bylaws: Planning and Priorities Committee, Standing Committee, Special Committee, and Subcommittee;

**“Committee of the Whole”** is a meeting format of the Board of Trustees using procedural rules of Committee. Under the Committee of the Whole meeting format, a majority vote of the Board of Trustees is required to convene in either open or closed session to consider matters, including private matters;

## SECTION 1: GENERAL

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**“Community Advisory Committee”** means an advisory committee of the Board which serves in an advisory function in accordance with legislation and its mandate to provide the Board with ongoing community advice on specified areas of Board policy or program, as well as on educational issues of community interest;

**“Complaint Protocol”** means the Complaint Protocol for the Board Member Code of Conduct (PR708);

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

**“Consent Agenda”** means the portion of the Board agenda with items presented together and adopted at once without further debate;

**“Defer”** means to postpone consideration of a matter until next meeting or indefinitely. See also **Resume**;

**“Delegation”** means the action of speaking or submitting a written statement by a delegate to a Committee, as defined in the Board’s Delegation Procedure (PR718);

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

**“Director”** means the Director of Education and Secretary-Treasurer of the TDSB;

**“Emergency Business”** means a time sensitive situation due to legislative, Government or regulatory requirements, or a situation, or the threat of a situation, adversely affecting health, safety and/or well-being, or resulting in significant legal risk or financial damage or loss, which by its nature and seriousness requires an immediate response;

**“End Debate”** means to put an end to debate immediately by putting any motion before Board or Committee to a vote;

**“Ex-Officio Member”** means a member of a Standing Committee by virtue of holding position of the Chair or Vice-Chair of the Board. An ex-officio member is not a regular member but has the same voting rights and privileges as any other member of a Standing Committee.;

## SECTION 1: GENERAL

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**“External Organization”** means organizations external to the TDSB with Trustee representation by invitation;

**“Integrity Commissioner”** means the Integrity Commissioner appointed by the Board of Trustees in accordance with the TDSB’s Bylaws;

**“Majority”** for the purpose of voting means a simple majority or more than half of the total Board or Committee members present at the vote and not prohibited by statute from voting;

**“Meeting”** means any Regular or Special Meeting of Board or Committee of the Board;

**“Member”** means a member of the Board of Trustees that may be referred to as a “Trustee” pursuant to section 1(12) of the *Education Act*, with duties specified in section 218.1 of the Act. A Student Trustee, although not an elected member of the Board, has certain privileges and duties which are outlined in these Bylaws (section 2.5.1) and in accordance with the *Education Act* and its regulations;

**“Minority Report”** means a record of a member’s view or opposition related to a certain recommendation at Planning and Priorities Committee, Standing Committee, Special Committee, or a Subcommittee, which is included in the subsequent Committee report to the Board. Minority Report is a way to present an alternate recommendation or record of a member’s view at Committee for the Board’s information;

**“Minutes”** means the official record of a Board meeting once approved by the Board of Trustees;

**“Motion”** means a proposal put forward by a member for consideration by the Board or Committee;

**“Motion of Precedence”** means a priority motion which, when introduced, should be considered prior to resuming discussion or debate on any motion currently before the Board or Committee;

**“Notice of Motion”** means an advance notification, in writing, of a matter to be brought forward for consideration to a future Committee meeting by any member, with the intent to inform other Trustees, staff and the community about an upcoming matter;

## SECTION 1: GENERAL

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**“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 section 207(1) of the *Education Act*. Board and Committee meetings will always begin and end in open session but may be closed in limited circumstances as outlined in section 207(2) and 207(2.1) of the *Education Act*;

**“Oral Update”** means information, in the form of an agenda item, communicated verbally at a Board or Committee Meeting;

**“Organizational Meeting”** means the annual Regular Meeting at which the Board’s Chair and Vice-Chair are elected, committees (including Standing Committees, Statutory Committees and Community Advisory Committees) are established, and Trustee members are appointed to committees and external organization;

**“Planning and Priorities Committee”** is a Committee with a membership composition that includes all Board members with full participation and voting privileges;

**“Point of Order”** means a query in a formal debate or meeting as to whether the correct rule of the Bylaws is being followed;

**“Present”**, for the purpose of these Bylaws, means attendance at a Board or Committee meeting either physically or by electronic means;

**“Presiding Officer”** means the person designated to be the presiding officer of the meeting, usually the Chair or Vice-Chair, in accordance with section 3.3 and 5.9 of the Bylaws;

**“Private Session”** means **“Closed Session”**, as defined above;

**“Public Session”** means **“Open Session”**, as defined above;

**“Question of Personal Privilege”** means a request to the Chair 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 their rights or privileges are being disrespected;

**“Quorum”** means the minimum number of members necessary to conduct a meeting, which represents a simple majority of regular members;

## SECTION 1: GENERAL

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**“Receive”** means to acknowledge an item or report provided for information (i.e., for receipt) and to have it placed in the Board records with no additional action required by the Board;

**“Recess”** refers to a short intermission, at the call of the Board or Committee Chair, 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;

**“Reconsideration”** refers to the reopening and potential amendment of a decision of the Board made within the previous 12 months;

**“Recorded Vote”** means a written record of the name and vote of members of the Board relating to a motion at a Board meeting. Recorded votes are not taken at Committee meetings;

**“Refer”** means to send a matter for consideration to another body under the jurisdiction of the TDSB (e.g., Board, Committee of the Board, Director of Education, Integrity Commissioner, Statutory Committee, Community Advisory Committee, etc.);

**“Regular Meeting”** means a scheduled meeting in accordance with the approved Schedule of Meetings;

**“Resume”** means to recommence consideration of a matter that was deferred or tabled;

**“Rise and Report”** means to report publicly the decisions of the Board or Committee made in a closed (private) session;

**“Schedule of Meetings”** means the Board and Committee meeting calendar approved by the Board and amended from time-to-time;

**“Secunder”** 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 favours the motion. **“To Second”** means to support introduction of a motion for discussion and debate;

**“Special Committee”** means a Committee established by the Board to fulfil a specific task or objective, which is dissolved after the completion of its task. A Special Committee typically reports to a Standing Committee or directly to the Board;

## SECTION 1: GENERAL

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**“Special Meeting”** means a meeting of the Board, Planning and Priorities Committee or a Standing Committee that is not part of the Board approved schedule of meetings;

**“Staff Committee”** means an operational committee or working group of Board employees, established by the Director, that may include Trustees, members of the public, and representatives of external organizations;

**“Standard Parliamentary Procedure”** means the generally accepted rules of order that govern meetings of an assembly or organization;

**“Standing Committee”** means a Committee, generally of a permanent nature, established by the Board;

**“Statutory Committee”** means any committee that, by law, the TDSB is required to establish;

**“Subcommittee”** means a Committee of Trustees established by the Board upon recommendation from the corresponding Standing Committee of the Board. Subcommittees make recommendations and report to the corresponding Standing Committees;

**“Suspending a Provision of the Bylaws”** means a procedural motion that temporarily suspends a provision of the Bylaws at a Board meeting;

**“Table”** means to put aside the current business and consider it later in the same meeting. See also **“Resume”**;

**“TDSB”** means the Toronto District School Board;

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

**“Term of the Board”** means the term which corresponds to the regular Ontario Municipal Election, which is held every four years;

**“Trustee”** means **“Member”**, as defined above;

## SECTION 1: GENERAL

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**“Two-Thirds Majority”** means a voting principle which requires two-thirds (2/3) majority of the members of the Board or Committee present rather than a simple majority vote;

**“Vice-Chair”** means the Vice-Chairperson of the Board or Committee of the Board; and

**“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 Toronto District School Board (TDSB). Its decision-making authority rests with the entire Board of Trustees and not with individual Trustees.

As outlined in section 169(1) of the *Education Act* and the TDSB's Governance Policy (P086), the Board of Trustees is expected to govern in a manner that is responsive to the needs of all students in the Toronto District School Board. Individual Trustees must balance their role as representatives of the ward constituents who elected them with their responsibilities as members of the Board of Trustees as a whole.

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

- (a) Promote student achievement and well-being;
- (b) Ensure the effective stewardship of the Board's resources;
- (c) Deliver effective and appropriate education programs to its pupils;
- (d) Develop and maintain policies and organizational structures that promote the goals of the TDSB;
- (e) Monitor and evaluate the effectiveness of policies developed by the Board in achieving its goals and the efficiency of the implementation of those policies;
- (f) Develop and review annually a Multi-Year Strategic Plan in accordance with section 169.1(1)(f) of the *Education Act*; and
- (g) Monitor and evaluate the performance of the Director.

### 2.2 Trustees

- 2.2.1 For the purpose of these Bylaws, Trustees are expected, but not limited, to:

- (a) Recite the Declaration of Office and Oath of Allegiance in accordance with section 209 of the *Education Act*;
- (b) Attend and participate in meetings of the Board and Committees;
- (c) Bring the concerns of parents, students and the TDSB's stakeholders to the attention of the Board;
- (d) Uphold the implementation of any Board resolution after it is passed by the Board;
- (e) Maintain a focus on student achievement and well-being;
- (f) Consult with parents, students and the TDSB's stakeholders on the Board's Multi-Year Strategic Plan under section 169.1(1)(f) of the *Education Act*;
- (g) Comply with the TDSB's Board Member Code of Conduct (P075);



## SECTION 2: ROLES AND RESPONSIBILITIES

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- (h) Declare any pecuniary conflict of interest, whether direct or indirect, in accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings;
- (i) Must not be present at a closed session meeting for matters where they have declared a conflict of interest; and
- (j) Maintain confidentiality by not disclosing to any member of the public confidential information acquired by virtue of their office or during closed (private) sessions.

2.2.2 Trustees requiring accommodations may submit accommodation requests to the Director of Education. Accommodations will be provided in accordance with the *Accessibility for Ontarians with Disabilities Act (AODA)* and TDSB Accessibility Policy (P069).

### 2.3 Board Chair or Vice-Chair

2.3.1 The Chair of the Board, as an individual member, has no greater rights or powers than any other member of the Board. However, the members of the Board, as a whole, in electing one of their peers to be Chair of the Board, confer on the Chair a leadership role.

As set out in the TDSB's Governance Policy (P086) and the *Education Act*, the Board Chair or Vice-Chair (in the Chair's absence):

- (a) Presides over meetings of the Board;
- (b) Establishes agendas for Board meetings, in consultation with the Board's Director or designate;
- (c) Conducts meetings in accordance with these Board Bylaws;
- (d) Ensures that members of the Board have the information needed for informed discussion of the agenda items;
- (e) Acts as spokesperson to the public on behalf of the Board, unless otherwise determined by the Board;
- (f) Conveys the decisions of the Board to the Director or designate and staff;
- (g) Provides leadership in maintaining the Board's focus on the Multi-Year Strategic Plan established under section 169.1 of the *Education Act*;
- (h) Complies with and provides leadership regarding the TDSB's Board Member Code of Conduct (P075); and
- (i) Declares any pecuniary conflict of interest, whether direct or indirect at Board and Committee meetings in accordance with the *Municipal Conflict of Interest Act*.

### 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 Committee;
- (b) Establishes agendas for Committee meetings, in consultation with the Director or designate;
- (c) Conducts 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;
- (e) Puts forward recommendations to the Board on behalf of the Committee through a Committee report;
- (f) Complies with the TDSB's Board Member Code of Conduct (P075); and
- (g) Declares any pecuniary conflict of interest, whether direct or indirect, in accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings.

## 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 secondary school students through their participation in meetings of Student Senate, the Board and its Committees. As outlined in the *Education Act* and its regulations including Ontario Regulation 7/07, Student Trustees:

- (a) May attend Board and Committee meetings but are not considered members of the Board and may not exercise a binding vote on a matter;
- (b) May request that a matter before the Board be put to a recorded vote;
- (c) Must disclose any conflict of interest to the Board or Committee. During the discussion of the matter that gives rise to conflict, the Student Trustee cannot participate in the discussion, attempt to influence the vote of Board members, cannot suggest a motion, or exercise a non-binding recorded vote;
- (d) May not move or second motions but are entitled to suggest a motion to be moved by a member;
- (e) May attend closed session, subject to exceptions outlined in section 5.4.10; and
- (f) Must not disclose to any member of the public, confidential information acquired by virtue of their office or during closed (private) session.

## 2.6 Director of Education

2.6.1 The Director of Education is the supervisory officer appointed by the Board of Trustees, responsible for the day-to-day management and administration of all schools and departments, and the implementation of policies and directions approved by the Board.

2.6.2 The Director, as stated in sections 169.1, 198 and 283 of the *Education Act*, serves as the Chief Education Officer, Chief Executive Officer and Secretary to the Board.

- 2.6.3 As Secretary to the Board, the Director or designate will:
- (a) Preside over the Organizational Meeting until the Chair of the Board is elected;
  - (b) Determine the times and location for the meetings of the Board and Committees, in consultation with the Board Chair and Committee Chairs;
  - (c) Keep a full and correct record of the proceedings of every meeting of the Board and Committees;
  - (d) Provide copies of any reports requested by the Ministry of Education; and
  - (e) Give notice of all meetings of the Board and Committees to each of the members.
- 2.6.4 The Director may delegate their authority in writing to staff of the TDSB to carry out duties and responsibilities as defined by these Bylaws.
- 2.6.5 In addition to the duties assigned under the *Education Act* and these Bylaws, the Director or designate, for the sole purpose of section 6.3 of these Bylaws, must:
- (a) Provide information to the Integrity Commissioner deemed necessary in order to conduct an inquiry of a complaint made in accordance with the Board Member Code of Conduct (P075) and Complaint Protocol for the Board Member Code of Conduct (PR708); and
  - (b) Provide the Integrity Commissioner with unrestricted access to all books, accounts, financial records and communications, files, papers, things, or property belonging to or used by the TDSB that the Integrity Commissioner believes to be necessary for an inquiry of a complaint made in accordance with the Board Member Code of Conduct (P075) and Complaint Protocol for the Board Member Code of Conduct (PR708).

## SECTION 3: ORGANIZATIONAL MEETING

### 3.1 Purpose of Organizational Meeting

- 3.1.1 The purpose of the Organizational Meeting will be to:
- (a) Elect the Chair and Vice-Chair of the Board;
  - (b) Establish and review Committees of the Board (as defined in section 1.6), Statutory Committees and Community Advisory Committees;
  - (c) Appoint members to Committees of the Board;
  - (d) Elect the Chair and Vice-Chair of Standing Committees of the Board;
  - (e) Appoint members to represent the Board on external organizations; and
  - (f) Adopt an annual schedule of meetings (including meeting times) of the Board, Planning and Priorities Committee, and Standing Committees.

### 3.2 Scheduling of Organizational Meeting

- 3.2.1 In an election year, the Organizational Meeting will be held immediately following the Municipal Election and no later than seven (7) days after the start of the term of the Board.
- 3.2.2 In all other years, the Board will hold an Organizational Meeting each year during the month of November.

### 3.3 Director as Presiding Officer

- 3.3.1 The Director or designate appointed by the Board will call the meeting to order and preside until the Chair of the Board is elected, in accordance with the *Education Act*.

### 3.4 Election of Board and Committee Chair and Vice-Chair

- 3.4.1 Nominations for Chair and Vice-Chair of the Board and its Committees will be received from members, including through self-nomination.
- 3.4.2 The election of Chair and Vice-Chair of the Board and Committees and other offices will require a majority vote of the members present.
- 3.4.3 Tie votes on a final ballot will result in another vote to be conducted before drawing lots, as outlined in the *Education Act*.
- 3.4.4 Following the election for Chair of the Board, the new Chair will preside at the Organizational Meeting and subsequent Board meetings.
- 3.4.5 If a Committee Chair and Vice-Chair have not been elected at the

### SECTION 3: ORGANIZATIONAL MEETING

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Organizational Meeting, the Committee members will elect a Chair and Vice-Chair from amongst themselves at the first Committee meeting.

- 3.4.6 The term of office of a Committee Chair and Vice-Chair will expire on the date of the annual Organizational Meeting .
- 3.4.7 The Committee Chair and Vice-Chair may be re-elected to a subsequent term(s) of office by the Committee, subject to the appointments made at Organizational Meeting each year.
- 3.4.8 The Board will adopt a governance procedure for the election of members to various offices and positions.

## SECTION 4: COMMITTEE STRUCTURE AND COMPOSITION

### 4.1 Establishment of Committees

- 4.1.1 The Board will consider and approve the Board's Committee structure and composition on an annual basis at the Organizational Meeting or as required.
- 4.1.2 The Board may establish by resolution any Committee it deems appropriate, including but not limited to Standing, Special, or Subcommittee, as well as Statutory Committee or Community Advisory Committee, subject to applicable legislation.
- 4.1.3 The Board will approve terms of reference for all Committees (as defined in section 1.6), Statutory Committees and Community Advisory Committees, when applicable, which clearly outline the mandate and membership of the Committees.

### 4.2 Dissolution of Committees

- 4.2.1 The Board may dissolve any Committee, Statutory Committee or Community Advisory Committee at the Organizational Meeting or by resolution at any time as required, subject to applicable legislation.

### 4.3 Role of Committees

- 4.3.1 Committees are not decision-making bodies and may only make recommendations to the Board for consideration and final approval.
- 4.3.2 Committees will provide information or make recommendations to the Board through Committee reports.

### 4.4 Membership of Committees

- 4.4.1 Trustees will be elected to serve on the Board's Committees at Organizational Meeting or may be appointed from time-to-time as vacancies arise.
- 4.4.2 Each member of the Board, except the Chair and Vice-Chair of the Board, will be appointed to one (1) Standing Committee.
- 4.4.3 No member of the Board will serve on more than one (1) Standing Committee.
- 4.4.4 The Chair and Vice-Chair of the Board will be ex-officio members of each Standing Committee, with full voting privileges.
- 4.4.5 A member whose term of office on a Committee has expired may be re-

## SECTION 4: COMMITTEE STRUCTURE AND COMPOSITION

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appointed to a subsequent term of office by the Committee, subject to the appointments made at the Organizational Meeting each year.

- 4.4.6 Only Trustees may be members of a Committee, as defined in section 1.6 (i.e., Planning and Priorities Committee, Standing Committee, Special Committee, and Subcommittee).
- 4.4.7 The membership of a Committee will be determined by the Board.
- 4.4.8 A Trustee who is not a member of a Committee cannot move a motion, vote or be counted towards quorum, but may attend the meeting, unless attendance is restricted to members only by Committee's terms of reference, and speak to a matter under consideration by the Committee.
- 4.4.9 The Board may appoint Trustees to serve on Statutory Committees, Community Advisory Committees and other agencies, boards and commissions, including those external to the Board, as it deems necessary or when requested, if supported by the Board and consistent with legislation.

### 4.5 Planning and Priorities Committee

- 4.5.1 Planning and Priorities Committee will be composed of all Trustees with full participation and voting privileges.
- 4.5.2 The Chair of the Planning and Priorities Committee will serve as the Board Chair and the Vice-Chair of the Planning and Priorities Committee will serve as the Board Vice-Chair.
- 4.5.3 Quorum for the Planning and Priorities Committee will be twelve (12) members of the Board.
- 4.5.4 Planning and Priorities Committee's mandate will be to make recommendations to the Board on:
  - a) The development and annual review of the Board's Multi-Year Strategic Plan for the Board, in consultation with the Director or designate;
  - b) The Board's inter-governmental relations;
  - c) The development and management of plans for senior leadership succession;
  - d) Professional development for members of the Board;
  - e) Facility and property matters, including property disposition, major capital projects, boundary changes;
  - f) Matters related to Trustees and Trustee Services; and
  - g) Other issues referred to it from time to time by the Board or the Chair of the Board.

## SECTION 4: COMMITTEE STRUCTURE AND COMPOSITION

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- 4.5.5 The term of the Planning and Priorities Committee will coincide with the term of the Board.

### 4.6 Committee of the Whole

- 4.6.1 The Board may convene in Committee of the Whole format by majority vote to consider matters during Regular and Special Board Meetings.
- 4.6.2 The Vice-Chair of the Board will serve as Chair of Committee of the Whole, and the Chair of the Board will serve as Vice-Chair of Committee of the Whole.
- 4.6.3 Committee of the Whole may be held in open (public) or closed (private) session pursuant to section 207(2) of the *Education Act*.

### 4.7 Standing Committees

- 4.7.1 The Board will establish Standing Committees to consider matters related to education, finance, personnel and property as cited in the *Education Act*.
- 4.7.2 The Board's Standing Committees are as follows:
- (a) Finance, Budget and Enrolment Committee;
  - (b) Governance and Policy Committee; and
  - (c) Program and School Services Committee.
- 4.7.3 The Finance, Budget and Enrolment Committee mandate will be to consider and make recommendations to the Board on finance matters, including procurement and contract awards, referred to it for consideration, review the impact of enrolment and policy change on the Board's budget, including reviewing the impact of enrolment trends, and marketing strategies to bolster enrolment in declining areas of the city; and consider strategies to balance the capital and operating budget over a multi-year period, and to make recommendations to the Board to balance the annual capital and operating budget. The Committee will also consider facility related issues, including leases, plant operations, maintenance, architect selection and sketch plan approvals.
- 4.7.4 The Governance and Policy Committee's mandate will be to consider and make recommendations to the Board on governance and policy matters referred to it for consideration, including review of Board governance practices, Board Bylaws, and the ongoing development and review of the Board's policies.
- 4.7.5 The Program and School Services Committee's mandate will be to consider and make recommendations to the Board on education matters referred to it for consideration, including matters presented by the Board's Community Advisory Committees.



#### 4.8 Special Committees

- 4.8.1 The Board may establish a Special Committee consisting of Trustees to make recommendations to the Board on any matter. Any Trustee may be appointed to be a member of a Special Committee.
- 4.8.2 The term of a Special Committee will expire on the date of the annual Organizational Meeting each year unless otherwise decided by the Board.
- 4.8.3 A Special Committee that has expired may be re-established and continued by the Board at its next Organizational Meeting.
- 4.8.4 The terms of reference, including mandate and membership, of a Special Committee will be established by the Board.

#### 4.9 Subcommittees

- 4.9.1 A Standing Committee may recommend that the Board establish a Subcommittee to make recommendations to the corresponding Standing Committee on any matter before the Committee for consideration. Any Trustee may be appointed to be a member of a Subcommittee.
- 4.9.2 The term of a Subcommittee will expire on the date of the annual Organizational Meeting each year unless otherwise decided by the Board.
- 4.9.3 A Subcommittee that has expired may be re-established and continued by the corresponding Standing Committee.
- 4.9.4 The terms of reference, including mandate and membership, of a Subcommittee will be recommended by the Standing Committee and will require approval by the Board.

#### 4.10 Statutory Committees

- 4.10.1 The terms of reference for Statutory Committees will be in accordance with the *Education Act* and applicable regulations.
- 4.10.2 The Board will establish the following Statutory Committees as prescribed by the *Education Act* and regulations:
  - (a) Audit Committee (Ontario Regulation 361/10);
  - (b) Parent Involvement Advisory Committee (also a Community Advisory Committee under Ontario Regulation 330/10);
  - (c) Special Education Advisory Committee (also a Community Advisory Committee under Ontario Regulation 464/97);

## SECTION 4: COMMITTEE STRUCTURE AND COMPOSITION

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- (d) Supervised Alternative Learning Committees (Ontario Regulation 374/10); and
- (e) Student Discipline Committee (*Education Act*, s.309 (12), and s.311.3 (9)).

4.10.3 The mandate, membership composition and terms of reference for Statutory Committees will be governed by applicable legislation.

### 4.11 Community Advisory Committees

4.11.1 The Board may establish Community Advisory Committees to provide the Board with ongoing community advice on specified areas of Board policy or program, as well as on educational issues of community interest.

4.11.2 The Board's Community Advisory Committees are as follows:

- (a) Urban Indigenous Community Advisory Committee;
- (b) 2SLGBTQ+ Community Advisory Committee;
- (c) Alternative Schools Community Advisory Committee;
- (d) Black Student Achievement Community Advisory Committee;
- (e) Community Use of Schools Community Advisory Committee;
- (f) Early Years Community Advisory Committee;
- (g) Environmental Sustainability Community Advisory Committee;
- (h) Equity Policy Community Advisory Committee;
- (i) French-as-a-Second-Language Community Advisory Committee
- (j) Inner City Community Advisory Committee;
- (k) Parent Involvement Advisory Committee (also a Statutory Committee per Ontario Regulation 330/10); and
- (l) Special Education Advisory Committee (also a Statutory Committee per Ontario Regulation 464/97).

4.11.3 The Board may appoint members to any Community Advisory Committee, subject to the Community Advisory Committee's terms of reference and governing legislation. Community Advisory Committees are not subject to provisions within these Bylaws.

### 4.12 Staff Committees

4.12.1 Staff Committees are committees established by the Director, when necessary, to address operational matters. The Director may, from time-to-time, require Trustee input on matters of an operational nature, through Staff Committees. When needed, the Director may seek Trustee participation on a Staff Committee, through the Chair of the Board.

## SECTION 5: BOARD AND COMMITTEE MEETINGS - RULES AND PROCEDURES

### 5.1 Scheduling a Meeting

- 5.1.1 Regular Board and Committee Meetings will be held in accordance with the *Education Act* and the schedule of meetings approved at Organizational Meeting by the Board, which can be amended from time-to-time.
- 5.1.2 Committees will hold their first meeting within six (6) weeks of the adoption of the Board resolution establishing the Committee.
- 5.1.3 Special Meetings of the Board, Planning and Priorities Committee and Standing Committees may be scheduled from time-to-time, in accordance with section 5.5 of these Bylaws.
- 5.1.4 Special Committees and Subcommittees will meet on an as needed basis and at the call of the Board Chair (for Special Committees) or respective Committee Chair (for Subcommittees), in consultation with the Director or designate.

### 5.2 Cancelling a Meeting

- 5.2.1 The Chair of the Board (or Vice-Chair in the Chair's absence) may cancel a Board meeting in consultation with the Director or designate.
- 5.2.2 The Committee Chair (or Vice-Chair in the Chair's absence) may cancel a Committee meeting in consultation with the Director or designate.

### 5.3 Open (Public) Sessions

- 5.3.1 All Board and Committee meetings will be open to the public, except when considering confidential matters as prescribed by the *Education Act*.
- 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 improper conduct in accordance with section 207(1) of the *Education Act*.
- 5.3.4 No person will engage in conduct that is negative, critical, or derogatory towards any other person, or engage in any behaviour that is disruptive to the meeting. Where a person engages in such conduct, the Chair may advise the person to cease such behaviour, or the person may be required to leave the meeting.

- 5.3.5 Available webcasts of public Board and Committee meetings will be posted on the TDSB's public website.

#### **5.4 Closed (Private) Sessions**

- 5.4.1 The Board will establish a process to ensure the security and confidentiality of proceedings held during closed (private) sessions, including with electronic participation, in accordance with Ontario Regulation 463/97 under the *Education Act*.
- 5.4.2 At the appropriate time during a meeting, a member may move a motion for a Board or Committee meeting to be closed to the public. The matter under consideration must be consistent with sections 207(2) and 207 (2.1) of the *Education Act* which permits closed (private) sessions when the subject-matter involves:
- (a) The security or property of the Board;
  - (b) The disclosure of intimate, personal, or financial information in respect of a member of the Board of Trustees, a current or prospective employee, a student, parent, or guardian of the student;
  - (c) The acquisition or disposal of a school site;
  - (d) Decisions in respect of negotiations with employees of the Board;
  - (e) Litigation affecting the Board; or
  - (f) An ongoing investigation under the *Ombudsman Act* respecting the TDSB.
- 5.4.3 At the conclusion of a closed (private) session, the Board will rise and report in an open session. Recommendations made in closed (private) session will not come into effect until approved at a Regular Meeting of the Board.
- 5.4.4 The Director or designate will maintain a complete record of the decisions made, including recorded votes where applicable.
- 5.4.5 Minutes of all closed (private) sessions will be transmitted to the Board for consideration and remain confidential, unless otherwise released to the public upon direction of the Board and in accordance with legal opinion, or as required under the *Municipal Freedom of Information and Protection of Privacy Act*.

##### *Attendees at a Closed (Private) Session*

- 5.4.6 Members of the public will be required to leave before a closed (private) session commences.
- 5.4.7 A Trustee or Student Trustee who declared a conflict of interest must withdraw from the closed (private) session for the entire discussion of the matter about

- which they have declared a conflict.
- 5.4.8 Certain closed (private) sessions of Committees may be restricted to Committee members only, in accordance with their terms of reference.
- 5.4.9 Sessions closed to the public may have individuals in attendance other than Trustees (e.g., TDSB senior staff as determined by the Director or designate, or delegates who have permission from the Board Chair and the Director or designate to speak on a matter as described under section 5.4.2 of these Bylaws) in accordance with the *Education Act*.
- 5.4.10 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 of the Board or Committee, an employee or prospective employee of the TDSB, a pupil or their parent or guardian (section 207(2)(b) of the *Education Act*).
- 5.4.11 In the absence of the official recording secretary during a closed (private) session, the presiding officer may appoint any member or other person to act as secretary for that meeting, in accordance with the *Education Act*.

### *Confidential Information*

- 5.4.12 Matters discussed in private session must not be communicated to any person not present at the private session, except to a Trustee, or unless otherwise decided by the Board.
- 5.4.13 Trustees are expected to maintain strict confidentiality around any issue that is dealt with in closed (private) sessions and are bound by the confidentiality and protection of privacy provisions under the *Education Act* and the *Municipal Freedom of Information and Protection of Privacy Act*.
- 5.4.14 Student Trustees may attend closed (private) sessions but must not disclose or release to any member of the public, any confidential information acquired by virtue of their office or during private session, in accordance with the *Education Act* and Ontario Regulation 7/07.

## **5.5 Special Board and Committee Meetings**

- 5.5.1 The Board may hold a Special Board Meeting from time-to-time to consider time-sensitive or Emergency Business matters, if called by the:
- (a) Chair of the Board, in consultation with the Director or designate; or
  - (b) Director or designate, at the written request of the majority of the Board.

- 5.5.2 The Special Board Meeting requested by the majority of the Board must occur within 5 business days from the time of the request.
- 5.5.3 Planning and Priorities Committee and Standing Committees may hold a Special Committee Meeting from time-to-time to consider time-sensitive or Emergency Business matters, if called:
- (a) By the Committee Chair (or the Chair of the Board in their absence), in consultation with the Director or designate;
  - (b) At the request of the majority of the corresponding Committee; or
  - (c) In accordance with the Board's Delegation Procedure (PR718).
- 5.5.4 The Special Committee Meeting requested by the majority of the corresponding Committee members must occur within 5 business days from the time of the request.

*Notice of Special Meeting and Agenda*

- 5.5.5 The Director or designate, in consultation with the Chair of the Board/Committee, will notify all members in writing (or via e-mail communication) of a Special Meeting at least twenty four (24) hours in advance of the meeting and will include the agenda for the meeting with notice.
- 5.5.6 The agenda for a Special Meeting will include all matters that are to be considered at the meeting, including a brief statement of the items to be considered at the meeting, and will indicate whether any part of the meeting should be held in public or in private session.
- 5.5.7 A matter that is not included on the Special Board or Committee Meeting agenda cannot be considered, unless it qualifies as Emergency Business and two-thirds (2/3) majority of the members present at the meeting wish to consider the matter.

**5.6 Record of Decisions**

- 5.6.1 At all Board and Committee meetings, the Director or designate will maintain a complete record of the decisions made, including recorded votes, where applicable, and declarations for the Board's Conflict of Interest Registry.
- 5.6.2 At each Regular Board Meeting, the Director or designate will present, through the Chair, draft minutes of the decisions and votes recorded at previous meetings of the Board for confirmation.

## 5.7 Attendance at Meetings

### *Board Attendance and Vacancies*

- 5.7.1 At Board, a member must be physically present at the meeting for at least three (3) Regular Meetings of the Board in each twelve (12) month period, beginning November 15<sup>th</sup>, and must be physically present at one (1) Regular Meeting for each period of four (4) full calendar months during the member's term of office, unless physical attendance is restricted or prohibited by law.
- 5.7.2 In accordance with section 228 (1) of the *Education Act*, a Trustee vacates their seat if they are absent, without authorization by resolution of the Board, as recorded in the minutes, from three (3) consecutive Regular Board Meetings.

### *Exception: Pregnancy or Parental Leave*

- 5.7.3 Section 5.7.2 does not apply to Trustees absent for 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. During the pregnancy or parental leave, the Trustee will retain membership at Committees.
- 5.7.4 When a seat becomes vacant under the terms of section 228 (1) of the *Education Act*, the provisions of the *Education Act* will apply with respect to filling such vacancy.

### *Committee Attendance and Vacancies*

- 5.7.5 At a Committee, with the exception of Planning and Priorities Committee, a Trustee loses their Committee membership if they are absent, without authorization of the Committee, from three (3) consecutive Regular Committee Meetings.
- 5.7.6 A Committee vacancy, other than a Subcommittee, will be reported to the Board in the next Committee report.
- 5.7.7 In the event of a vacancy, the Board will appoint a member, where possible, to fill a Committee vacancy upon being notified.
- 5.7.8 The Board may decide to reduce the Committee membership rather than fill a Committee vacancy.
- 5.7.9 A Subcommittee vacancy will be reported to the Standing Committee that established it in the next Subcommittee report.
- 5.7.10 The Standing Committee will appoint a member, where possible, to fill a

Subcommittee vacancy on the Subcommittee it established upon being notified.

### **5.8 Electronic Participation**

- 5.8.1 The Board will provide an opportunity to participate electronically in Board and Committee meetings in accordance with the provisions of the *Education Act* and Ontario Regulation 463/97 – Electronic Meetings and Meeting Attendance.
- 5.8.2 The Board will outline the rules for electronic participation in the Electronic Participation in Meetings Policy (P039) and will adopt a process to ensure the security and confidentiality of proceedings held during closed (private) meetings.
- 5.8.3 All members participating via electronic means who are not speaking to an item are expected to use the mute function on their device. Members will make every effort to avoid disrupting a meeting by turning personal and electronic devices to a non-audible function, reducing all background noise (including audible sounds transmitted from placing a call on hold), and refraining from private conversations.

### **5.9 Presiding Officer**

- 5.9.1 The Chair (or Vice-Chair in their absence) will preside at a meeting of the Board or Committee.
- 5.9.2 In the absence of the Chair or Vice-Chair, the Board or Committee will appoint one member to preside at the meeting or until the Chair or Vice-Chair is present.
- 5.9.3 At Organizational Meeting, the Director or designate will preside until the Chair of the Board is elected.
- 5.9.4 No member of the Board or Committee will preside at a meeting during the consideration of a motion when that member has declared a conflict of interest.

### **5.10 Quorum**

- 5.10.1 A quorum is the minimum number of members necessary to conduct a meeting which represents a simple majority of regular members.
- 5.10.2 If a quorum is present, a meeting will commence within fifteen (15) minutes of the meeting start time as shown in the agenda.
- 5.10.3 If a quorum is not present within fifteen (15) minutes after the start time shown



in the meeting agenda, the names of the members present will be recorded and the meeting will be cancelled.

- 5.10.4 At a Board meeting, if a quorum is lost during the course of the meeting, the Board will stand in recess. If quorum cannot be re-established within fifteen (15) minutes of the Board recessing due to a loss of quorum, the Board will stand adjourned.
- 5.10.5 At a Committee meeting, if a quorum is lost during the course of the meeting, and the members of the Committee remaining determine that quorum cannot be re-established, the Committee will stand adjourned.
- 5.10.6 Quorum does not increase with the attendance of ex-officio member(s) at a Standing Committee meeting, but an ex-officio member will count towards quorum.
- 5.10.7 Where a member is participating electronically, their attendance will be included for quorum as long as they remain electronically connected to the meeting. Members who leave the meeting before adjournment, whether temporary or permanent, will advise the Chair.

### **5.11 Acknowledgement of Traditional Lands**

- 5.11.1 All Board and Committee meetings will include an acknowledgement of the Traditional Territories/Ancstral Lands of Aboriginal peoples recited by the Chair, Vice-Chair or designate.

### **5.12 Agenda**

#### *Meeting Agenda and Notice*

- 5.12.1 The content of the agenda for:
  - (a) Board, will be determined by the Board Chair in consultation with the Board Vice-Chair (if available) and the Director or designate;
  - (b) Committee, will be determined by the Committee Chair in consultation with the Committee Vice-Chair (if available) and the Director or designate; and
  - (c) Committees, for the purpose of hearing delegations in accordance with the Delegation Procedure (PR718), will be determined by the Committee Chair in consultation with the Board Chair and the Director or designate.
- 5.12.2 The Director or designate will provide members with the agenda for Board and Committee meeting, including all background material with notice, at least three (3) business days in advance of the meeting.

- 5.12.3 All meeting materials will be provided in accordance with the *Accessibility for Ontarians with Disabilities Act (AODA)* and TDSB's *Accessibility Policy (P069)*.

*Order of Agenda*

- 5.12.4 Matters will generally be considered in the order shown in the agenda. The final agenda will be approved at the meeting by a majority of the members present.

- 5.12.5 At Regular Board, the following is the typical order of an agenda:

- (a) Call to Order
- (b) Convene into Committee of the Whole, if applicable
- (c) National Anthem and Acknowledgement of Traditional Lands
- (d) Approval of the Agenda
- (e) Celebrating Board Activities
- (f) Memorials
- (g) Chair's Announcements
- (h) Reports from Trustees Appointed to External Organizations and Student Trustees
- (i) Director's Leadership Report
- (j) Declarations of Possible Conflict of Interest
- (k) Consent Agenda (matters to be decided without discussion)
- (l) Confirmation of Minutes from previous meeting(s)
- (m) Staff Reports
- (n) Committee Reports
- (o) Notices of Motion
- (p) Emergency Business
- (q) Adjournment

- 5.12.6 At Committee, the following is the typical order of an agenda:

- (a) Call to Order and Acknowledgement of Traditional Lands
- (b) Approval of the Agenda
- (c) Declarations of Possible Conflict of Interest
- (d) Delegations
- (e) Staff Reports
- (f) Subcommittee and Special Committee Reports, if applicable
- (g) Motions for Consideration (introduced at a previous Board or Committee meeting)
- (h) Notices of Motion (discussion for next meeting)
- (i) Emergency Business
- (j) Adjournment

- 5.12.7 The presiding officer will bring agenda items to the meeting floor in the approved order of the agenda. No separate motions will be required to move

the meeting through the agenda items.

- 5.12.8 At a Special Meeting of the Board and Committee, the order of the agenda will be determined by the Chair of the Board or Committee, as the case may be, in consultation with the Director or designate.

*Emergency Business*

- 5.12.9 A matter not on the agenda or directly related to matters arising from discussion (Business Arising) cannot be introduced by a Trustee at a Board or Committee meeting, or after the notice of agenda has been circulated to members, unless the item qualifies as Emergency Business (as defined in section 1.6) and is confirmed by a two-thirds (2/3) majority vote of the members present.
- 5.12.10 Trustees may introduce Emergency Business at Regular and Special Board and Committee Meetings.
- 5.12.11 The Director may introduce Emergency Business at Regular and Special Board and Committee Meetings.

*Consent Agenda (at Board Meetings Only)*

- 5.12.12 The Consent Agenda will be prepared for Regular Board Meetings as part of agenda development. The consent agenda is the portion of the agenda with items presented together and adopted at once without further debate. Staff reports that are presented directly to the Board, without prior discussion at Committee, will be excluded from the consent process and presented at the meeting for discussion.
- 5.12.13 Upon receiving the notice of a Board agenda, members are required to advise the Chair of the Board and the Director or designate, no later than one (1) business day prior to the scheduled meeting, if requesting a separate discussion and vote on an item listed on the consent agenda. Matters which receive support of four (4) or more Board members will be discussed separately. All other items will constitute the consent agenda.
- 5.12.14 If a member requests separate discussion on an item at the time of the meeting, the matter will only be removed from the consent agenda with approval by two-thirds majority vote.
- 5.12.15 All matters listed on the consent agenda will be presented as matters to be decided without discussion.

**5.13 Debate**

- 5.13.1 The Chair or designate will maintain a list of members who wish to speak to a motion.
- 5.13.2 The Chair will recognize a member to speak by calling the member by name and indicating that the member has the floor.
- 5.13.3 Members and participants in a meeting will address their comments through the Chair of the meeting.
- 5.13.4 At Board meetings, physically present members and participants will stand, if able, when addressing the Chair.
- 5.13.5 No member will interrupt another member who has the floor, except for the Chair presiding over a meeting or a member for the purpose of stating a point of order or question of personal privilege.
- 5.13.6 Members will confine their comments to the merits of the motion being considered.
- 5.13.7 The Chair may rule a question out of order if a member has already asked substantially the same question in another form.
- 5.13.8 The presiding officer is entitled to move, second or speak to 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 until the motion has been dealt with.
- 5.13.9 At any time before a motion is put to a vote, a member may request that the motion be read aloud.

*Speaking Time*

- 5.13.10 At Board, a member may speak only once to each motion or matter under consideration and for up to five (5) minutes.
- 5.13.11 At Board, a member, who moved the main motion, but not amendment, may speak a second time for up to three (3) minutes in order to conclude debate.
- 5.13.12 At Committee, members may speak an unlimited number of times to each motion or matter under consideration, up to five (5) minutes each time.
- 5.13.13 At Committee, a member, who moved the motion, but not amendment, may

speak last and for up to three (3) additional minutes to conclude debate.

- 5.13.14 At Committee, members may speak subsequent times, but only after all members have had their first opportunity to speak.
- 5.13.15 Notwithstanding sections 5.13.12 to 5.13.14, members may modify rules on speaking time and frequency of speaking at a Committee and the Committee of the Whole meetings. The modified rules will require two-thirds (2/3) majority vote, will apply on a one-time basis, and will expire at the end of consideration of the item.

*Ending Debate at Board Meeting*

- 5.13.16 At Board meetings, a motion to end debate will be out of order.

*Ending Debate at Committee Meeting*

- 5.13.17 At Committee, a member who has not spoken to a motion may move that debate on the motion be closed and the pending motion be put to a vote, but only after all members of the Committee who are entitled to speak have had an opportunity to speak once.
- 5.13.18 No member will speak on a motion to end debate.
- 5.13.19 A motion to end debate will require two-thirds (2/3) majority of the members.
- 5.13.20 If a motion to end debate is supported by two-thirds (2/3) majority, no further debate can take place and the Chair will immediately put the pending motion to a vote.

**5.14 Voting**

- 5.14.1 A member who is present at a meeting is entitled to vote once on each motion under consideration, unless prohibited by statute from voting.
- 5.14.2 Only Committee members may vote at Committee meetings.
- 5.14.3 A member, except the Chair, who is present and fails to vote on a motion, will be deemed to have voted against the motion. If the Chair abstains from voting, their vote will be recorded neither for nor against the motion, and the number of members required to pass a vote will subsequently be reduced by one.
- 5.14.4 A member who declares a conflict of interest must abstain from voting, and will be recorded as abstaining due to a conflict of interest. When a member abstains due to a conflict of interest, their vote will be recorded neither for nor

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against the motion, and the number of members required to pass a vote will subsequently be reduced by the number of members with a declared conflict, in accordance with the *Municipal Conflict of Interest Act*.

- 5.14.5 Before a motion is voted on, a member may request that a motion containing separate parts or propositions be voted on separately.
- 5.14.6 When a motion is put to a vote, the Chair will first call votes in favour of, and then votes against.
- 5.14.7 After a vote is taken, the Chair will declare whether the motion was carried or defeated.
- 5.14.8 A tie vote means the motion is defeated.

### *Student Trustees*

- 5.14.9 Student Trustees are entitled to vote and may request that a matter before a Board meeting be put to a recorded vote, in accordance with Ontario Regulation 7/07 under the *Education Act*. Student Trustee votes are non-binding.

### *Recorded Votes (at Board Meetings Only)*

- 5.14.10 Votes taken at Board meeting, but not at a Committee meeting, may be recorded.
- 5.14.11 At the request of a member, including a Student Trustee, the Director or designate will record the vote of each member on a motion, if the request was made before the vote commenced.
- 5.14.12 When a recorded vote is requested, members will vote using the electronic voting system, where possible.

### *Minority Report*

- 5.14.13 Any member may request that their view or record of opposition related to a certain recommendation at a Committee meeting be included in the form of a minority report.
- 5.14.14 A minority report, which may include an alternate recommendation from that of the majority, will be in writing and included in the Committee report to the Board for information.
- 5.14.15 Any member who wishes to have their minority report considered at a Board

meeting will request that the Committee report be removed from the consent agenda within prescribed timelines.

- 5.14.16 When the Committee report is before the Board, the Committee's recommendation must be considered first. If the Board does not adopt the Committee's recommendation, the minority report may be moved and considered.

## **5.15 Motions**

### *General Rules*

- 5.15.1 A matter to be decided at the Board or at a Committee meeting will be in the form of a motion.
- 5.15.2 Motions require a mover and a seconder, with exception of certain procedural motions outlined in Appendix A - Parliamentary Procedure Chart.
- 5.15.3 Any member present at a Board meeting, or Committee member at Committee meeting, may move or second (where required) a motion related to an item on the Agenda, Business Arising (section 1.6), or Emergency Business (sections 1.6, 15.12.9 – 15.12.11), unless disqualified from participating due to a conflict of interest.
- 5.15.4 All motions that would require the Board to expend funds for a new initiative will be considered by the Finance, Budget and Enrolment Committee or Planning and Priorities Committee prior to consideration by the Board.

The following information must be provided:

- by the mover (with support from the Director or designate):
    - (a) The projected cost of implementing the proposal;
    - (b) The recommended source of the required funds, including any required amendments to the Board's approved budget; and
    - (c) A framework to explain the expected benefit and outcome as a result of the expenditure.
  - by the Director or designate:
    - (d) An analysis of the financial implications to ensure the TDSB financial position remains balanced.
- 5.15.5 A motion that has been moved and seconded (where required) is considered to be on the floor and will be decided by a vote, unless withdrawn.

- 5.15.6 A member who moved a motion may withdraw it from consideration before the vote is taken on the motion, provided that no other member present objects to the motion from being withdrawn.
- 5.15.7 If a member objects to a request to withdraw a motion, the Board or Committee will immediately decide whether to permit the motion to be withdrawn by majority vote.

*Motions - Order of Precedence*

- 5.15.8 When a motion is being considered, no other motion will be in order except a motion of precedence.
- 5.15.9 A motion of precedence may be introduced by a member during a meeting and will take precedence over any current motion under consideration. A motion of precedence will be decided before debate on the current motion or amendments to that motion can resume.
- 5.15.10 Only one motion of precedence can be before the Board or Committee at any time.
- 5.15.11 If a motion of precedence is defeated, another motion of precedence to the same effect cannot be made until some other business has taken place and been decided.
- 5.15.12 A motion of precedence includes the following:
- (a) Adjourn;
  - (b) Defer;
  - (c) End debate;
  - (d) Move into closed session;
  - (e) Move into Committee of the Whole;
  - (f) Recess;
  - (g) Refer;
  - (h) Resume consideration of a motion; and
  - (i) Table.

*Motions of Precedence – Not Debatable*

- 5.15.13 The following motions of precedence will be decided without debate:
- (a) Adjourn;
  - (b) Defer;



- (c) End debate; and
- (d) Recess.

*Refusal to Accept a Motion*

5.15.14 The Chair may rule a motion out of order if it is contrary to the Bylaws of the Board.

5.15.15 If a Chair rules a motion out of order, the Chair will state the applicable Bylaws provision or authority.

5.15.16 At Committee, the following types of motions are not in order:

- (a) Reconsider a previous decision of the Board (unless the motion to reconsider was explicitly referred to the Committee by the Board); and
- (b) Suspend a provision of the Bylaws.

*Amendments to a Motion*

5.15.17 A motion being considered by the Board or Committee may be amended, except those motions that are not debatable (section 5.15.13 above) or motions that are not amendable (section 5.15.18 below).

5.15.18 Motions that are not amendable include:

- (a) Appeal the ruling of Chair or presiding officer;
- (b) Defer;
- (c) End debate;
- (d) Reconsider a previous decision of the Board (at Board);
- (e) Resume consideration of a motion;
- (f) Table a motion;
- (g) Temporarily suspend a provision of the Bylaws (at Board); or
- (h) Withdraw a motion.

5.15.19 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.

5.15.20 Only two amendments to a main motion may be proposed at any point in time.

5.15.21 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.

*Motion to Refer*

5.15.22 A matter may be referred to:

- (a) The Board;
- (b) Committee;
- (c) The Chair of the Board;
- (d) The Director of Education or designate; or
- (e) A Statutory or Community Advisory Committee.

*Motion to Receive*

5.15.23 A motion to receive may be made at any time during debate.

*Extending Meeting Time*

5.15.24 No Board or Committee meeting will continue in session beyond 11 p.m., unless upon the consent of two-third (2/3) majority of members present, the meeting is extended for a defined period of time (in 30 minute intervals) to debate items currently on the floor or to deal with any matter on the agenda deemed to be urgent or time sensitive. An additional motion to extend the meeting time is in order unless meeting time is extended beyond 11:59 p.m.

*Motion to Reconsider (at Board Meetings Only)*

5.15.25 A previous decision of the Board cannot be reconsidered for at least twelve (12) months after the decision was made, unless two-thirds (2/3) majority of all members decide otherwise.

5.15.26 A decision of the Board made at a previous Board meeting cannot be reconsidered unless notice of the motion to reconsider the decision has been included in the agenda.

5.15.27 A decision of the Board made earlier in an ongoing (current) meeting may be reconsidered on a motion without notice.

*Point of Order*

5.15.28 A member may advise the Chair when they believe that a departure from the Bylaws has taken place and the correct provision(s) of the Bylaws is not being

## SECTION 5: BOARD AND COMMITTEE MEETINGS - RULES AND PROCEDURES

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- followed.
- 5.15.29 A member is entitled to interrupt another member only in situations where they wish to raise a point of order.
- 5.15.30 The point of order in question must be clearly stated by the member, with reference to the particular Bylaw provision or section.
- 5.15.31 The Chair will decide on the point of order without debate.
- 5.15.32 The Chair may declare a recess in order to review the point of order in question and make a decision.
- 5.15.33 A member may interrupt the meeting to introduce a motion to appeal the ruling of a Chair, which requires majority vote to overturn a decision of the Chair.
- 5.15.34 If the appeal from the decision of the Chair results in a tie vote, the Chair's decision on the point of order will be upheld.

### *Question of Personal Privilege*

- 5.15.35 Any member may raise a question of personal privilege if they feel that they have been disrespected or believe that any other Trustee or staff member has been disrespected.
- 5.15.36 A member may also raise a question of personal privilege if there has been negative impact to:
- (a) The reputation of the member or staff, as well as any member of the public;
  - (b) The member's ability to exercise rights and privileges; and/or,
  - (c) The authority of the Board or Committee to govern and conduct a meeting.
- 5.15.37 The question of personal privilege must be stated clearly and should include the remedy or resolution requested by the member.
- 5.15.38 A question of personal privilege will not be in order if the remedy or resolution requested exceeds the power or ability of the Chair, Committee or Board.
- 5.15.39 The Chair will decide on the question of personal privilege without debate.
- 5.15.40 The Chair may declare a recess in order to consider the question of privilege in order to make a decision.
- 5.15.41 At Committee, the Chair may refer the question of privilege to the Board Chair

for a decision at a later time, if practicable.

- 5.15.42 The decision of the Committee Chair may be appealed to the Board.
- 5.15.43 A member may interrupt the meeting to introduce a motion to appeal the ruling of a Chair, which requires majority vote to overturn a decision of the Chair.
- 5.15.44 If the appeal from the Chair's decision results in a tie vote, the Chair's decision on the question of privilege will be upheld.

*Notice of Motion*

- 5.15.45 Motions must first be introduced as a Notice of Motion to provide advance notification of a matter, unless related to agenda discussion (Business Arising) or Emergency Business.
- 5.15.46 A Notice of Motion introduced at Board or a Committee meeting will be in writing and requires a mover and a seconder.
- 5.15.47 A Notice of Motion may be introduced by any member present at the meeting.
- 5.15.48 A Notice of Motion may be submitted to the Director or designate at least (7) days before the meeting or at the meeting.
- 5.15.49 A Notice of Motion will not be debated at the meeting at which it is introduced.
- 5.15.50 A Notice of Motion submitted to the Board, will be referred to the appropriate Committee for consideration.
- 5.15.51 A Notice of Motion submitted to a Committee, will be considered at a subsequent Committee meeting.
- 5.15.52 A Notice of Motion may be withdrawn by the mover before the motion is considered at the meeting.

**5.16 Public Participation in Meetings**

*Delegations*

- 5.16.1 Delegations will be considered at Committee meetings and at Committee of the Whole and will be managed in accordance with the Delegation Procedure (PR718).

## SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

### 6.1 Board Member Code of Conduct

- 6.1.1 The Board will adopt a Board Member Code of Conduct for its members and review it after each municipal election, in accordance with the *Education Act* and Ontario Regulation 246/18.
- 6.1.2 The TDSB's Board Member Code of Conduct (P075), which supports the Board's commitment to meeting high standards of conduct by Trustees and staff, is provided in the reference section of these Bylaws.
- 6.1.3 Complaints regarding Board Members' conduct will be addressed in accordance with the Board Member Code of Conduct (P075) and accompanying Compliant Protocol for the Board Member Code of Conduct (PR708).

### 6.2 Conflict of Interest Registry

- 6.2.1 Members have a responsibility to disclose any pecuniary conflict of interest, whether direct or indirect in accordance with the *Municipal Conflict of Interest Act* at Board and Committee meetings by filing a written statement with Board Services acting as the Director's designate. 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.
- 6.2.2 The Director of Education or designate will:
  - (a) File the written statement by the member in the TDSB's Conflict of Interest Registry;
  - (b) Record the conflict of interest in the Minutes or official record of the public Board or Committee meeting;
  - (c) Record the conflict of interest in the Minutes or official record of a closed or private session meeting and also in the official record of the next Regular public Board Meeting; and
  - (d) Make the TDSB's Conflict of Interest Registry available for public review.

### 6.3 Integrity Commissioner

- 6.3.1 The Board will appoint an Integrity Commissioner to provide accountability services and advice pursuant to the Board Member Code of Conduct (P075) and the *Education Act*.
- 6.3.2 The Integrity Commissioner carries out in an independent manner the duties

## SECTION 6: GOVERNANCE AND ACCOUNTABILITY FRAMEWORK

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and responsibilities of their office as set out in the TDSB's Bylaws, the Board Member Code of Conduct (P075) and the Complaint Protocol (PR708).

6.3.3 The Integrity Commissioner is accountable, and reports directly, to the Board.

### *Selection of an Integrity Commissioner*

6.3.4 The Integrity Commissioner selection process will be conducted in accordance with the Board's procurement policies overseen by a selection panel of Trustees appointed by the Board and chaired by the Board Chair or designate.

6.3.5 Appointment of the Integrity Commissioner will be recommended by the selection panel to the Board for approval.

### *Term of Office for Integrity Commissioner*

6.3.6 The Integrity Commissioner will be appointed for a five (5) year non-renewable term of office.

6.3.7 The term of office for the Integrity Commissioner may be extended by the Board in exceptional circumstances

6.3.8 A two-thirds (2/3) majority vote of the Board is required for the appointment, extension of term, removal of office or termination for cause of the Integrity Commissioner.

6.3.9 The Integrity Commissioner may be removed from office or terminated for cause, before the expiry of their term of office, in accordance with these Bylaws and policies and procedures of the Board.

6.3.10 The Integrity Commissioner may resign from office at any time by giving ninety (90) days written notice to the Board Chair, unless the notice requirement is waived by both parties.

6.3.11 Serving the Board of Trustees, the Integrity Commissioner will provide advice and offer an independent, transparent and accountable process for conducting inquiries and complaint resolution.

### *Responsibilities of the Integrity Commissioner*

6.3.12 The Integrity Commissioner will:

- (a) Provide advice on the application of the Board Member Code of Conduct, TDSB policies, procedures and the Complaint Protocol and general

information with respect to a member's obligations under the *Municipal Conflict of Interest Act*;

- (b) Make inquiries as directed by the Board and in accordance with the Complaint Protocol into whether a member of the Board has contravened the Board Member Code of Conduct;
- (c) Provide opinions on policy matters and make other reports to the Board as requested on issues of ethics and integrity;
- (d) Provide educational programs to members of the Board on issues of ethics and integrity;
- (e) Maintain custody and control of complaint and inquiry files and on completion of their term of appointment, to transfer open files relating to ongoing matters to the incoming Integrity Commissioner appointed by the Board; and
- (f) Provide such other duties respecting ethical matters as assigned by the Board.

## SECTION 7: RESOURCES

### 7.1 Legislation, Policies, Procedures and Other Documents

#### *Legislation*

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

#### *Policies*

- Accessibility (P069)
- Board Member Code of Conduct (P075)
- Electronic Participation in Meetings Policy (P039)
- Equity Policy (P037)
- Governance Policy (P086)
- Professional Development for Trustees (P090)
- Trustee Pregnancy and Parental Leave Policy (P093)

#### *Procedures*

- Complaint Protocol to the Board Member Code of Conduct (PR708)
- Delegation Procedure (PR718)

#### *Other Documents*

- TDSB's Multi-Year Strategic Plan

### 7.2 Appendices

- Appendix A: Parliamentary Procedure Chart



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## PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
<b>Amend a Motion</b>	"I move that the motion be amended by..."	Yes	Yes	Yes <i>Note: Only two amendments to a motion are permitted on the floor at one time.</i>	Majority <i>Note: Amendments are voted on in the reverse order of which they were introduced.</i>	5.15.17 to 5.15.21
<b>Appeal Ruling of the Chair</b>	"I move to appeal the ruling of the Chair."	No	No	No	Majority <i>Note: If tie vote, Chair's ruling is upheld.</i>	5.15.33 5.15.34 5.15.43 5.15.44
<b>Private Information</b> <i>(If in public, must move into closed session. The matter must fall within sections 207(2) and 207(2.1) of Education Act).</i>	"I move that the Board resolve into Committee of the Whole private to consider ____."	Yes	Yes	Yes	Majority	5.4.1 to 5.4.5, 5.4.12 to 5.4.14
<b>Declare a Conflict of Interest</b> <i>Note: Must withdraw from room and/or not participate via electronic means if in private session.</i>	"I rise to declare a possible conflict of interest on the following item as [insert reason]."	No	No	No	N/A	1.6 5.4.7 5.4.10 5.6.1 5.9.4 5.14.4 6.2.1 6.2.2

## PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
<b>Defer</b>	"I move that consideration of the matter be deferred."	Yes	Yes	Yes <i>(re: specific time)</i>	Majority	5.15.12(b) 5.15.13(b) 5.15.18(b)
<b>Divide a Motion into Separate Parts</b>	"I move that the matter be voted on as separate parts, as follows..."	Yes	Yes	Yes	Majority	5.14.5
<b>End/Adjourn a Meeting</b>	"I move that the meeting be adjourned."	Yes	No	No	Majority	5.10.4 5.10.5 5.15.12(a) 5.15.13(a)
<b>End Debate and Vote on the Motion</b> <i>(Committee Only)</i>	"I move to end debate and vote on the motion."	Yes	No	No	2/3 Majority	5.13.16 to 5.13.20
<b>Enforcing a Meeting Rule or Raising a Point of Order</b>	"I would like to raise a point of order, regarding section ____ of the Bylaws."	No	No	No	Majority	5.13.5, 5.15.28 to 5.15.34
<b>Extend the Meeting Time</b>  <i>Note: 30-minute intervals after 11 p.m.</i>	"I move to extend the meeting time until _____."	Yes	Yes	Yes <i>(re: defined time only)</i>	2/3 Majority	5.15.24

## PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
<b>Member's Rights or Privileges have been Disrespected</b>	"I would like to raise a question of personal privilege as follows. I suggest the following remedy."	No	No	No	N/A	5.15.35 to 5.15.44
<b>Minority Report</b> <i>(At Board – must be removed from consent agenda prior to the meeting to consider alternate recommendation)</i>	"I do not agree with the recommendation of the committee. I wish to provide a minority report on item..."	No	No <i>(alternate recommendation can be considered/debated)</i>	No	N/A <i>(except for an alternate recommendation)</i>	5.14.13 to 5.14.16
<b>Motion to Receive</b>	"I move that item ___ regarding ___ be received."	Yes	Yes	No	Majority	5.15.23
<b>Motion to Reconsider a Previous Decision of the Board</b> <i>(Requires previous notice of motion and applies to Board only)</i>	"I move that a previous decision regarding ___ of ___ be reconsidered."	Yes	Yes	No	Two-thirds majority of all Board	5.15.25 to 5.15.27

## PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
<b>Recess</b>	"I move that a recess be called for ____ minutes."	Yes <i>(Note: Not required if called by the Chair)</i>	No	No  <i>(except length of recess)</i>	Majority	5.10.4 5.15.12(f) 5.15.13(d) 5.15.32 5.15.40
<b>Recorded Vote</b> <i>(Board only)</i>	"I request a recorded vote on item__."	No	No	No	N/A	5.14.10 to 5.14.12
<b>Relinquish the Role of Chair (as presiding officer) to Engage in Discussion/Debate or Move a Motion</b>	"I wish to pass the Chair to Vice-Chair _____ or to Trustee _____."	No	No	No	N/A	5.13.8
<b>Refer</b>  <i>Note: Main motion or main motion as amended only.</i>	"I move that the matter be referred to staff for ____ or to ____ Committee."	Yes	Yes	Yes	Majority	5.15.12(g) 5.15.22
<b>Reorder the Agenda</b>	"I move that the agenda be reordered, as follows..."	Yes	Yes	Yes	Majority	5.12.4 to 5.12.8
<b>Resume</b>	"I move that motion _____ be resumed."	Yes	No	No	Majority	5.15.9 5.15.12(h) 5.15.18(e)

PARLIAMENTARY PROCEDURE CHART

Purpose	Language	Seconder	Debate	Amend	Vote	Section
Table	"I move that consideration of the matter be tabled."	Yes	Yes	No	Majority	5.15.12 (i) 5.15.18 (f)



## TLC Bylaw Review Chart

Article Theme	Section	Clause	Shareholder's Direction Reference	Ontario Business Corporations Act Reference	Board Member Comments or Suggested Revisions
General	1.1	<b>Definitions</b>			
General	1.2	<b>Interpretation</b> The division of the by-law in Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Any reference in the by-law to gender includes all genders and words importing the singular number only include the plural and vice versa. In this by-law the words "including" and "includes" mean "including (or includes) without limitation".			
General	1.3	<b>Subject to Act and Articles</b> This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between a provision of the Act or the articles and any provision of the by-law, the provision of the Act or the articles will govern.	<b>S. 8.2 Governing Law</b> This Direction shall be governed, interpreted and enforced in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.		
General	1.4	<b>Conflict With Shareholder's Direction</b> If there is any conflict or inconsistency between any provision of the Shareholder's Direction and any provision of this by-law, the provisions of such Shareholder's Direction will govern to the extent of such conflict or inconsistency.			

<p>Business of the Corporation</p>	<p>2.1</p>	<p><b>Fiscal Year</b> The fiscal year of the Corporation ends on August 31 of each year or such other date as the directors determine from time to time, subject to the prior approval of the Shareholder.</p>	<p>S. 1.1 "<b>Fiscal Year</b>" means each 12 month period comprising a fiscal year of TDSB (or, in respect of the initial Fiscal Year, the period commencing on the Effective Date and ending on August 31, 2008).</p>		
<p>Business of the Corporation</p>	<p>2.2</p>	<p><b>Execution of Instruments and Voting Rights</b> Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, by (i) any two of the directors and officers or (ii) by any other person authorized by the directors from time to time (each Person referred to in (i) and (ii) is an "Authorized Signatory"). In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any contract, document or instrument on behalf of the Corporation, may affix the corporate seal, if any, subject to any contract, document or instrument when required.  As used in this Section, the phrase "contracts, documents and instruments" means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange,</p>	<p><b>S. 6.6 Execution and Delivery of Instruments; Power of Attorney</b> Subject to <b>Error! Reference source not found.</b>, TDSB hereby authorizes TLC to execute and deliver, in its capacity as agent for and on behalf of TDSB, all contracts, Leases, amending and extension agreements, deeds, transfers, assignments, certificates, declarations, directions, authorizations and other instruments as may be necessary or desirable, in the opinion of TLC, from time to time to permit TLC to provide the Services and carry out its duties as contemplated under this Direction. TDSB will execute and deliver to TLC from time to time as TLC may request, any confirmation of the foregoing authorization, and of the agency relationship established hereby, and any power of attorney, in each case as TLC may determine to be advisable.</p>	<p><b>Borrowing powers</b> 184 (1) Unless the articles or by-laws of or a unanimous shareholder agreement otherwise provide, the articles of a corporation shall be deemed to state that the directors of a corporation may, without authorization of the shareholders,  (a) borrow money upon the credit of the corporation;  (b) issue, reissue, sell or pledge debt obligations of the corporation;  (c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and  (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation. R.S.O. 1990, c. B.16, s. 184 (1); 2006, c. 34, Sched. B, s. 34.  <b>Delegation of powers</b> 184 (2) Unless the articles or by-laws of or a unanimous shareholder agreement relating to a corporation otherwise provide, the directors may by resolution delegate any or all of the powers referred to in subsection (1) to a director, a committee of directors or an officer. R.S.O. 1990, c. B.16, s. 184 (2).</p>	

		deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.			
Business of the Corporation	<b>2.3</b>	<p><b>Banking Arrangements</b></p> <p>The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.2.</p>			
Directors	<b>3.1</b>	<p><b>Qualification</b></p> <p>No person shall be qualified for election as a director unless he or she is eligible to be a director pursuant to the Shareholder's Direction.</p>	<p><b>S. 4.3 Appointment of TLC Board Members</b></p> <p>(b) The four (4) TLC Board positions to be occupied by Citizens will be nominated by an approved TLC committee, approved by the TLC Board, and ratified by TDSB. In selecting nominees to fill these positions, the TLC Committee will consider expertise of candidates in areas related to the TLC Services to be provided.</p> <p>(f) To be eligible to be a Director of TLC, an individual must not be disqualified from being a director as</p>		

			provided under the OBCA, and shall be a resident Canadian as defined in the OBCA.		
Directors	<b>3.2</b>	<b>Place of Meetings</b> Meetings of directors may be held at any place in Ontario.	<b>S. 4.11 TLC Meetings, Meeting Agendas, and Meeting Minutes</b> TLC shall: (1) Conduct all meetings of the TLC Board and its committees in a manner that is open and accessible to the public ...	<b>Place of meetings</b> 93 (1) Subject to the articles and any unanimous shareholder agreement, a meeting of shareholders of a corporation shall be held at such place in or outside Ontario as the directors determine or, in the absence of such a determination, at the place where the registered office of the corporation is located. R.S.O. 1990, c. B.16, s. 93. <b>Directors' meetings</b> 126 (1) Unless the articles or by-laws provide otherwise, the directors may meet at any place. 2017, c. 2, Sched. 12, s. 1 (6).	
Directors	<b>3.3</b>	<b>Calling of Meetings</b> The chair of the board, the presidents, the chief executive officer or any two or more directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.		<b>Calling meeting of directors</b> 126 (8) In addition to any other provision in the articles or by-laws of a corporation for calling meetings of directors, a quorum of the directors may, at any time, call a meeting of the directors for the transaction of any business the general nature of which is specified in the notice calling the meeting. R.S.O. 1990, c. B.16, s. 126 (8).	
Directors	<b>3.4</b>	<b>Regular Meetings</b> The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.			
Directors	<b>3.5</b>	<b>Notice of Meeting</b>		<b>Notice</b>	

		<p>Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than 24 hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of shareholders.</p> <p>The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.</p>		<p>126 (9) In the absence of any other provision in that behalf in the by-laws of the corporation, notice of the time and place for the holding of the meeting called under subsection (8) shall be given to every director of the corporation by sending the notice ten days or more before the date of the meeting to each director's latest address as shown on the records of the corporation. R.S.O. 1990, c. B.16, s. 126 (9).</p>	
Directors	<p><b>3.6 Attendance by Director of Education or Representative at Meetings</b></p>	<p>Pursuant to the Shareholder's Direction, the Director of Education or any person appointed by the Director of Education shall be entitled to received notice of all meetings of directors and all other documents delivered to the directors and to attend all meetings of the directors.</p>	<p><b>S. 4.2 Composition of the TLC Board</b></p> <p>The Director of Education or designate, the TDSB General Counsel or designate, and the TDSB Board Chair shall be entitled to attend all TLC Board and Committee meetings, including all closed sessions, and to receive all notices of such meetings and all reports and other correspondence which are distributed to members of the TLC Board</p>		

Directors	3.7	<p><b>Waiver of Notice</b></p> <p>A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors, or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before, at or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.</p>		<p><b>Waiver of notice</b></p> <p>126 (10) A director may in any manner and at any time waive a notice of a meeting of directors and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. R.S.O. 1990, c. B.16, s. 126 (10).</p>	
Directors	3.8	<p><b>Quorum</b></p> <p>A majority of the number of directors in office constitutes a quorum at any meeting of the directors, provided that a quorum may not be less than four directors, at least two of which shall be trustees of the Toronto District School Board, and at least two of which shall be individuals who are not trustees of the Toronto District School Board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because one or more directors are not permitted to be present at the meeting by reason of the conflict of interest provisions of the Act or any policy adopted by the Corporation, the remaining directors shall be deemed to constitute a quorum for purposes of voting on the resolution.</p>		<p><b>Quorum</b></p> <p>126 (3) Subject to the articles or by-laws and subsection (4), a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum at any meeting of directors. R.S.O. 1990, c. B.16, s. 126 (3); 2017, c. 2, Sched. 12, s. 1 (7).</p> <p><b>Director not to vote</b></p> <p>132 (5) A director referred to in subsection (1) shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,</p> <ul style="list-style-type: none"> <li>(a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate;</li> <li>(b) one for indemnity or insurance under section 136; or</li> </ul>	

				<p>(c) one with an affiliate. 2006, c. 34, Sched. B, s. 23 (1).</p> <p><b>Remaining directors deemed quorum</b></p> <p>(5.1) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection (5), the remaining directors shall be deemed to constitute a quorum for the purposes of voting on the resolution. 2006, c. 34, Sched. B, s. 23 (2).</p>	
Directors	<p><b>3.9 Meeting by Telephonic, Electronic or Other Communication Facility</b></p> <p>If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it related and may be given with respect to all meetings of the directors.</p>		<p><b>Instructions re attending meeting by telephonic, etc. means</b></p> <p>126 (9.2) If the directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. 2023, c. 9, Sched. 4, s. 10 (1)</p> <p><b>Meeting by telephone, etc.</b></p> <p>126 (13) Unless the by-laws otherwise provide, if all the directors of a corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed for the purposes of this Act to be present at</p>		

				that meeting. R.S.O. 1990, c. B.16, s. 126 (13).	
Directors	<b>3.10</b>	<b>Chair</b> The chair of any meeting of directors will be the chair of the board, provided that if the chair of the board is not present at the meeting, the directors present shall choose one of their number to chair the meeting.	<b>S. 4.3 Appointment of TLC Board Members</b> (d) The Chair of the TLC Board will be appointed by TDSB from the Citizen Directors of the TLC Board. TLC shall be entitled to make recommendations for the position of Chair.		
Directors	<b>3.11</b>	<b>Secretary</b> The corporate secretary, if any, will act as secretary at meetings of directors. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.			
Directors	<b>3.12</b>	<b>Votes to Govern</b> At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meetings is not entitled to a second or casting vote.		<b>Resolutions in writing</b> 129 (1) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or a committee of directors. R.S.O. 1990, c. B.16, s. 129 (1). <b>Copy to be kept</b> 129 (2) A copy of every resolution passed under subsection (1) shall be kept with the minutes of the proceedings of the directors or committee of directors. R.S.O. 1990, c. B.16, s. 129 (2).	
Directors	<b>3.13</b>	<b>Remuneration and Expenses</b>	<b>S. 4.4 Remuneration.</b>		



		The remuneration, if any, to be paid to a director for his or her services as a director will be as determined by the Shareholder from time to time. The directors are also entitled to be reimbursed for reasonable travelling and other out-of-pocket expenses properly incurred by them in attending directors meetings, committee meetings and shareholders meetings and in the performance of other duties of directors of the Corporation.	The remuneration of the Directors of TLC will be as determined by TDSB from time to time. TLC will reimburse Directors for all reasonable and allowable expenses in accordance with TDSB and TLC expense policies and procedures. In the event of a conflict between TDSB and TLC policies, TDSB policies shall prevail.		
Committees	<b>4.1</b>	<b>Committees of Directors</b> Subject to the Shareholder's Direction, the directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise.	<b>S. 4.1 TLC Board</b> (h) establish the TLC Board committee structure, as well as associated terms of reference for each committee. The terms of reference will include, among other things, a requirement that each Committee have at least one TDSB Trustee Director as a member		
Committees	<b>4.2</b>	<b>Proceedings</b> Meetings of committees of directors may be held at any place in or outside Canada. At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less			

		<p>than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.</p> <p>Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 3.2 to Section 3.12 inclusive apply to committees of directors, with such changes as are necessary.</p>		
Officers	<b>5.1</b>	<p><b>Appointment of Officers</b></p> <p>The chair of the board shall be appointed by the Shareholder. Subject to the Shareholder's Direction, the directors may appoint such other officers of the Corporation as they deem appropriate from time to time. The officers to be appointed by the directors shall include a chief executive officer and may include any of one or more vice-presidents, a chief financial officer, a corporate secretary and a treasurer and one or more assistants to any of the appointed officers. No person may be the chair of the board unless that person is a director.</p>		<p><b>Officers</b></p> <p>133 Subject to the articles, the by-laws or any unanimous shareholder agreement,</p> <p>(a) the directors may designate the offices of the corporation, appoint officers, specify their duties and delegate to them powers to manage the business and affairs of the corporation, except, subject to section 184, powers to do anything referred to in subsection 127 (3);</p> <p>(b) a director may be appointed to any office of the corporation; and</p> <p>(c) two or more offices of the corporation may be held by the same person. R.S.O. 1990, c. B.16, s. 133.</p>
Officers	<b>5.2</b>	<p><b>Powers and Duties</b></p> <p>Unless the Shareholder of directors determine otherwise, an officer has all powers and authority that are incident to his or her office. Except as aforesaid, an officer will have such other powers,</p>		

		authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer (save for the chair of the board, whose power, authority, functions and duties may only be altered by the Shareholder).			
Officers	<b>5.3</b>	<b>Chair of the Board</b> If appointed, the chair of the board will preside at directors meetings in accordance with Section 3.10.			
Officers	<b>5.4</b>	<b>President</b> If appointed, the president of the Corporation will have general powers and duties of supervision of the business affairs of the Corporation. The president will have such other powers and duties as the directors determine.			
Officers	<b>5.5</b>	<b>Corporate Secretary</b> If appointed, the corporate secretary will have the following powers and duties: (i) the corporate secretary will give or cause to be given, as and when instructed, notice required to be given to shareholders, directors, officers, auditors and members of committees of directors; (ii) the corporate secretary may attend at and be the secretary of meetings of directors, shareholders, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and (iii) the corporate secretary will be the			

		<p>custodian of any corporate seal of the Corporation and the books, papers, records, documents and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose. The corporate secretary will have such other powers and duties as the directors or the president of the Corporate determine.</p>			
Officers	<b>5.6</b>	<p><b>Treasurer</b></p> <p>If appointed, the treasurer of the Corporation will have the following powers and duties: (i) the treasurer will ensure that the Corporation prepares and maintains adequate accounting records in compliance with the Act; (ii) the treasurer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and (iii) at the request of the directors, the treasurer will render and account of the Corporation's financial transactions and of the financial position of the Corporation. The treasurer will have such other powers and duties as the directors or the president of the Corporation determine.</p>			
Officers	<b>5.7</b>	<p><b>Removal of Officers</b></p> <p>The directors may remove an officer (save for the chair of the board, who may only be removed by the Shareholder) from office at any time, with or without cause. Such removal is without prejudice to the officer's rights</p>			

		under any employment contract with the Corporation, if applicable.			
Protection of Directors, Officers and Others	<b>6.1</b>	<p><b>Limitation of Liability</b></p> <p>Subject to the Act and other applicable law, no director or officer is liable for; (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt of other act for conformity; (iii) the insufficiency or deficiency of any security in or upon which any other the monies of the Corporation shall be invested; (iv) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (v) any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to his office.</p>	<p><b>S. 5.3 Notice of Legal Proceedings</b></p> <p>TLC shall promptly give notice to TDSB General Counsel of any statement of claim, application, legal proceeding, or other legal documents which provide notice of, originate, or continue any proceeding which has an impact upon the value of any Property or which establishes, claims or alleges liability of TDSB and/or TLC.</p> <p>If it is not an insured claim under TDSB's or TLC's insurance policies, TLC shall retain counsel for the purpose of defending any action or other proceeding provided that (i) the estimated cost of legal fees is contained in the current Annual Plan and (ii) the action or other proceeding is a "Routine Proceeding".</p> <p>TLC shall not commence any legal action or other proceeding until it has received the written approval of the TDSB General Counsel, or designate.</p>		
Protection of Directors, Officers and Others	<b>6.2</b>	<p><b>Indemnity</b></p> <p>The Corporation will indemnify to the fullest extent permitted by the Act (i) and director or officer of the Corporation, (ii) any former director or</p>	<p><b>S. 6.10 Indemnification of Directors and Officers</b></p> <p>TDSB will indemnify:</p> <ol style="list-style-type: none"> <li>i. Any director or officer of TLC;</li> </ol>	<p><b>Indemnification</b></p> <p>136 (1) A corporation may indemnify a director or officer of the corporation, a former director or officer of the corporation or another individual who acts or acted at the</p>	

		<p>officer of the Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is on was a shareholder or creditor, and (iv) their respective heirs and legal representatives. The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.</p>	<ul style="list-style-type: none"> <li>ii. Any former director or officer of TLC;</li> <li>iii. Any individual who acts or acted at TLC's request as a director or officer of a body corporate of which TLC is or was a shareholder or creditor; and</li> <li>iv. Their respective heirs and legal representatives;</li> </ul> <p>to the fullest extent that such Persons may be indemnified by TLC pursuant to the OBCA. TDSB may execute agreements in favour of any of the foregoing Persons evidencing the terms of this indemnity. Nothing in this Section limits the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this Section.</p>	<p>corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity. 2006, c. 34, Sched. B, s. 26.</p>	
<p>Protection of Directors, Officers and Others</p>	<p><b>6.3</b></p>	<p><b>Insurance</b></p> <p>The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liability and in such amounts as the directors may determine and as are permitted by the Act.</p>	<p><b>S. 5.3 Notice of Legal Proceedings</b></p> <p>TLC shall promptly give notice to TDSB General Counsel of any statement of claim, application, legal proceeding, or other legal documents which provide notice of, originate, or continue any proceeding which has an impact upon the value of any Property or which establishes, claims or alleges liability of TDSB and/or TLC.</p> <p>If it is not an insured claim under TDSB's or TLC's insurance policies, TLC shall retain counsel for the purpose of defending any action or other proceeding provided that (i) the estimated cost of legal fees is contained in the current Annual Plan</p>		

			<p>and (ii) the action or other proceeding is a "Routine Proceeding".</p> <p>TLC shall not commence any legal action or other proceeding until it has received the written approval of the TDSB General Counsel, or designate.</p>		
Securities	<b>7.1</b>	<p><b>Form of Security Certificates</b></p> <p>Subject to the Act, security certificates, if required, will be in the form that the directors approve from time to time or that the Corporation adopts.</p>			
Payments	<b>8.1</b>	<p><b>Payments of Dividends and Other Distributions</b></p> <p>Any dividend or other distribution payable in cash to shareholders will be paid by cheque or by electronic means or by such other method as the directors may determine or as the Shareholder may require. The sending of the cheque or the sending of the payment by electronic means or the sending of the payments by a method determined by the directors in an amount equal to the dividend or other distribution to be paid less any tax that the Corporation is required to withhold will satisfy and discharge the liability for the payment.</p>			
Miscellaneous	<b>9.1</b>	<p><b>Notices</b></p> <p>Any notice, communication or document required to be given, delivered or sent by the Corporation to any director,</p>	<p><b>S. 8.1 Notices.</b></p> <p>All notices which may or are required to be given herein or pursuant to this Direction shall be in writing and shall</p>		

		<p>officer, shareholder or auditor is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, shareholder or auditor by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.</p>	<p>be given personally by serving the same upon any officer of the party to be served or by transmitting same by electronic mail or by delivering same by courier:</p> <ul style="list-style-type: none"> <li>• To the Toronto District School Board (TDSB) at: 5050 Yonge Street Toronto, Ontario M2N 5N8 Attention: Director of Education</li> <li>• To the Toronto Lands Corporation at: 201 — 60 St. Clair Ave. East Toronto, Ontario M4T 1N5 Attention: Executive Officer.</li> </ul> <p>or such other addresses as the Parties may advise by notice in writing and any such notice shall be deemed to have been received and effectively served, if sent by courier, the second Business Day following the day on which it is sent and if served personally or sent by electronic mail, on the day of delivery (or if such is not a Business Day, on the first Business Day following), provided that, if notice is given by way of electronic mail, notice will be deemed to be ineffective for purposes of this Direction unless the original is delivered by courier within three (3) Business Days afterward.</p>		
Miscellaneous	9.2	<p><b>Computation of Time</b></p> <p>In computing the date when notice must be given when a specified number of</p>			



		days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.			
Effective Date	10.1	<b>Effective Date</b> This by-law comes into force when made by the directors in accordance with the Act.			

## DECISION ITEM

### Governance Review Action Plan Resulting From the Revised Shareholder’s Direction

**To: TLC Board**

**Date:** September 14, 2023

**RECOMMENDATION:**

It is recommended that the proposed timeline for the governance review, as presented in the report, be approved.

**EXECUTIVE SUMMARY**

On September 5, 2023, the Shareholder’s Direction from the TDSB to TLC was amended and restated. Staff have reviewed the Shareholder’s Direction and determined where new action regarding improvements to the governance framework is required by the TLC and Board of Directors, to effectively contribute to the relationship between TLC and TDSB. The table below outlines the proposed timeline for the governance review, provided for approval by the Board of Directors. Directors should note that the timeline may be subject to change based on operational availability and requirements and that policies and procedures are subject to TDSB approval (s.4.1[d], Shareholder’s Direction). Regular progress updates on the governance review will be provided to the TLC Board.

**Proposed Timeline of Governance Review**

<b>Activity</b>	<b>Timeline</b>	<b>Notes</b>	<b>Applicable Section of Shareholder’s Direction</b>
Committee Terms of Reference Review	September – October 2023	To be completed ahead of Organizational Meeting	Reviewed in accordance with s.4.1(f), (g) and (h) of Shareholder’s Direction
Board Bylaw Review and Procedural Bylaw Development, and Delegation Procedure Development	September 2023 – January 2024	<p>Feedback to be collected throughout September, with proposed changes to be reviewed by the Human Resources and Nominating Committee in October. Notice of revisions to be provided to the Board at the regular meeting in October</p> <p>Subject to approval by TDSB Board of Trustees</p>	To be developed to support s.3.2 (f), (g) and (i) of Shareholder’s Direction

Activity	Timeline	Notes	Applicable Section of Shareholder's Direction
Public Agenda and Meeting Access Procedure and Reporting to Committees and Board Procedure	September – December 2023	Procedures subject to approval by TDSB staff	Developed in accordance with s.4.11 of Shareholder's Direction.
Code of Conduct Development	September 2023 – February 2024	Policy subject to approval by TDSB Board of Trustees	Developed in accordance with s.4.12 of Shareholder's Direction.
Policy Review Schedule and Policy Framework	January – April 2024	Review of the policy framework of TLC to be completed to ensure alignment with TDSB policies and procedures.  Operational, subject to approval by TDSB staff	Schedule and Framework to be developed to support s.4.1(d) of Shareholder's Direction.
Board Self-Improvement Policy and Procedures (as required)	January – June 2024	Policy subject to approval by TDSB Board of Trustees, procedures subject to approval by TDSB staff.  Board Self-Improvement Initiatives to be developed concurrently with Key Performance Indicators, which are to be presented to the TDSB within 3 months of approval of the revised MYSP (MYSP approval <a href="#">currently planned</a> for January 2024)	Policy and supporting procedures to be developed to support s. 4.13, s.4.1(j) and s.3.1(f) of Shareholder's Direction.

#### AUTHORITY OR DIRECTION FOR UNDERTAKING PROJECT

**Authority or Direction:** Shareholders Direction (relevant sections listed in table above)

#### STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

**TDSB Strategic Plan Goal:**

[Build Strong Relationships and Partnerships with School Communities to Support Student Learning and Well-Being](#)

*Create opportunities for the use of TDSB lands to deliver improved learning facilities while exploring other broader city building objects which strengthen the communities in which these schools serve.*

**DUE DILIGENCE** (Select all that apply) **Finance & Audit Committee**

- |   |  |
|---|--|
| <input type="checkbox"/> Consultation with TDSB Executive and/or Finance  | <input type="checkbox"/> Retain accountants or other professional advisors |
| <input type="checkbox"/> TDSB Review and Agreement                        | <input type="checkbox"/> Retain outside legal counsel                      |
| <input type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Professional review and advice                    |
| <input type="checkbox"/> Other:   |  |

 **HR & Nominating Committee**

- |   |  |
|---|--|
| <input type="checkbox"/> SWOT Analysis                                    | <input type="checkbox"/> Gap Analysis                    |
| <input type="checkbox"/> Market research on best practices                | <input type="checkbox"/> Legal counsel review and advice |
| <input type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Retain outside legal counsel    |
| <input type="checkbox"/> Other:   | <input type="checkbox"/> Consultation with TDSB Staff    |

 **Policy & Planning Committee**

- |   |   |
|---|---|
| <input type="checkbox"/> Site Inspection      | <input type="checkbox"/> Planning Report                        |
| <input type="checkbox"/> Official Plan        | <input type="checkbox"/> Consultation with Local Trustee        |
| <input type="checkbox"/> Zoning               | <input type="checkbox"/> TDSB Staff Review and Agreement        |
| <input type="checkbox"/> Reg 444/98           | <input type="checkbox"/> Consultation with TDSB Executive Staff |
| <input type="checkbox"/> Appraisal Report     | <input type="checkbox"/> Consultation with TDSB Planning Staff  |
| <input type="checkbox"/> Environmental Report | <input type="checkbox"/> Consultation with TDSB Finance Staff   |
| <input type="checkbox"/> Title Check          | <input type="checkbox"/> Historical Assessment                  |
| <input type="checkbox"/> Other:               |   |

**FINANCIAL IMPLICATIONS**

N/A

**RISK LEVEL**

Risk: N/A

**ACTION PLAN AND ASSOCIATED TIMELINES**

Subject to approval by the Board of Directors, work on the governance review will take place in accordance with the timeline provided above.

**TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)**

- TLC Board Bylaws
- Terms of Reference for Committees of the Board
- TDSB Board Bylaws
- TDSB P001, Policy Framework
- TDSB PR501, Policy Development and Management
- TDSB PR502, Operational Procedures
- TDSB P075, Board Member Code of Conduct
- TDSB P086, Governance

**APPENDICES**

- **Appendix A:** Shareholder's Direction

**FROM**

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at [rglenn.tlc@tdsb.on.ca](mailto:rglenn.tlc@tdsb.on.ca)

Tyler Raponi, Head of Corporate Accountability and Governance (A), Toronto Lands Corporation, at [traponi.tlc@tdsb.on.ca](mailto:traponi.tlc@tdsb.on.ca)

**SHAREHOLDER'S DIRECTION**

**from**

**TORONTO DISTRICT SCHOOL BOARD**

**to**

**TORONTO LANDS CORPORATION**

Dated May 16, 2008

As Amended:

June 22, 2011

November 16, 2011

November 26, 2014

November 28, 2018

December 1, 2022

And as further amended and restated on September 5, 2023

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**AMENDED AND RESTATED SHAREHOLDER'S DIRECTION**

THIS AMENDED AND RESTATED SHAREHOLDER'S DIRECTION (the "Direction") dated as of the \_\_\_ day of August, 2023 and effective as of September 5, 2023,

FROM:

**TORONTO DISTRICT SCHOOL BOARD**  
(hereinafter referred to as "TDSB")  
OF THE FIRST PART

-to-

**TORONTO LANDS CORPORATION**  
(hereinafter referred to as "TLC")  
OF THE SECOND PART

RECITALS:

- A. TDSB is a provider of public primary and secondary educational services and is the owner of real property located in and around the Province of Ontario, including the Real Estate Portfolio (as defined herein).
- B. TLC is a wholly-owned subsidiary of TDSB, incorporated under the *Business Corporations Act* (Ontario) (the "OBCA").
- C. TDSB wishes to direct TLC to manage its Real estate Interests (as defined herein) and Properties (as defined herein) in accordance with this Direction.
- D. TLC and TDSB will be considered to be a single employer for purposes of Section 1(4) of the *Labour Relations Act* (Ontario).

**ARTICLE 1  
INTERPRETATION**

**Section 1.1 Definitions.**

In this Direction unless the context otherwise requires:

"**Annual Budget**" means annual financial plan in a form consistent with industry best practices and will include an annual operating budget, annual capital and renewal budget and any other such information as may be required.

"**Acquisition**" means to acquire a property or interest, either by purchase, lease or land exchange.

"**Approved List**" means a list of law firms which has been approved by TDSB General Counsel, from time to time.

"**Auditor**" means the auditor of TLC from time to time, if applicable.

"**Business Day**" means any day of the year, other than a Saturday, Sunday or other day on which banks are required or authorized to close in Toronto, Ontario.

"**Director**" means a director of TLC.

"**Director of Education**" means the Director of Education of TDSB or designated representative from time to time.

"**Early Termination Clause**" means any provision which gives TDSB, as landlord under the applicable Lease, the right to terminate such Lease on notice to the Tenant.

"**Education Act**" means the *Education Act* (Ontario).

"**Effective Date**" means May 16, 2008.

"**Executive Officer**" means Chief Executive Officer of TLC and an officer as defined by the OBCA.

**"TDSB General Counsel"** means the Executive Officer – Legal Services or designated representative from time to time.

**"Financially Whole"** means, when referring to the financial operating position of TDSB, that any agreement should not negatively impact TDSB or TLC financial position. Program benefits can be considered when determining financial benefits to TDSB.

**"Fiscal Year"** means each 12 month period comprising a fiscal year of TDSB (or, in respect of the initial Fiscal Year, the period commencing on the Effective Date and ending on August 31, 2008).

**"Governmental Entity"** means any (a) federal, provincial, municipal, local or other government, governmental or public department, court, commission, board, bureau, agency or instrumentality, (b) any subdivision or authority of any of the foregoing, or (c) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the above.

**"Key Performance Indicator (KPI)"** means a measurable value that demonstrates how effectively a company is achieving its key business objectives.

**"Lease"** means any lease agreement, offer to lease, license, parking agreement or other agreement granting any right to use any part of a Property but shall exclude any permits granted by TDSB's Permitting Department.

**"Major Contracts"** means contracts, including employment agreements, with a term in excess of three (3) years, including any extensions, or with a total value over the life of the contract of more than \$500,000, but excludes any Lease, and any amendment or renewal of any Leases, and listing, commission and sale agreements entered into in connection with the disposition of a Disposition Property in accordance with the provisions of this Direction.

**"Multi-Year Strategic Plan"** means the current Multi-Year Strategic Plan approved by TDSB which sets direction and identifies system goals to support TDSB students and schools.

**"Person"** means a natural person, partnership, corporation, joint stock company, trust, unincorporated association, joint venture or other entity or Governmental Entity.

**"Property" or "Properties"** means the interest of TDSB in the operating and non-operating school sites including all buildings and improvements built thereon which are owned or leased by TDSB, including any space under lease in operating schools. All Disposition Properties, as defined in Section 5.4, are also Properties for purposes of this Direction. Any Disposition Property which has been disposed of by TLC as agent for and on behalf of TDSB shall cease to be a "Property" for purposes of this Direction.

**"Real Estate Interests"** means the Real Estate Portfolio and TDSB's interest in land use and city planning, policy development, community planning and partnerships and all related matters thereto.

**"Real Estate Portfolio"** means all real property to which TDSB holds a legal or beneficial interest.

**"Regulation 444"** means O.Reg.444/98 pursuant to the *Education Act* (Ontario).

**"Routine Proceeding"** means an action or other proceeding based on a claim or claims by or against TDSB and/or TLC (i) which relates to the collection of rent under Leases or of other receivables and, (ii) in respect of which there is no expectation of a counter claim or other claim against TDSB and/or TLC as a consequence of such action or other proceeding.

**"Services"** means, collectively, the management of Real Estate Interests and Properties (including negotiation of any Lease on behalf of TDSB as a tenant).

**"Service Level Agreement"** defines the protocol and operational roles and responsibilities between TLC and TDSB in respect to the delivery of Services hereunder.

**"TDSB Board"** means the Board of Trustees of TDSB.

**"Tenant"** means a tenant under any Lease.

**"TLC Board"** means the Board of Directors of TLC.

**"TLC Committee"** means a committee of the TLC Board.

"Trustees" means trustees of TDSB and may also be referred to herein where appropriate as the "TDSB Board".

**Section 1.2 Gender and Number**

Any reference in this Direction to gender includes all genders and words importing the singular number only include the plural and vice versa.

**Section 1.3 Currency**

All references in this Direction to dollars, unless otherwise specifically indicated, are expressed in Canadian currency.

**Section 1.4 Certain Phrases, etc.**

In this Direction (i) the words "including" and "includes" mean "including (or includes) without limitation", and (ii) the phrases "the aggregate of", "the total of", "the sum of", or a phrase of similar meaning means "the aggregate (or total or sum), without duplication, of".

**Section 1.5 Accounting Terms**

All accounting terms not specifically defined in this Direction shall be interpreted in accordance with the CPA Canada Public Sector Accounting Handbook and Ministry of Education regulations, guidelines and policies for financial reporting.

**Section 1.6 Statutes**

Any reference in this Direction to a statute or regulations thereunder shall be deemed to be a reference to such statute or regulations as amended, re-enacted or replaced from time to time and reference to specific parts, paragraphs or sections thereof shall include all amendments, reenactments or replacements, unless the express provisions hereof otherwise require.

**Section 1.7 Incorporation of Schedules**

Any Schedules attached to this Direction shall, for the purposes of this Direction, form an integral part of it. Schedules may be varied, amended, replaced, added to or deleted in whole or in part from time to time by the parties hereto executing revisions thereto and any such revision shall from the date of execution as aforesaid become all or part of the Schedule hereto, and thereafter incorporated in this Direction and binding upon the parties hereto.

**Section 1.8 Articles and Sections**

The expressions "Article" and "Section" followed by a number means and refers to the specified Article or Section of this Direction.

**ARTICLE 2  
INTRODUCTION**

**Section 2.1 Relationship between TDSB and TLC.**

TDSB, as the sole shareholder of TLC, hereby directs, TLC to provide the Services in accordance with this Direction.

**Section 2.2 Purpose of this Direction.**

This Direction:

- (a) establishes objectives and principles of governance for TLC;
- (b) establishes the Services that TLC will provide for TDSB;
- (c) establishes provisions for the accountability of TLC to TDSB; and
- (d) constitutes, in part, a declaration by TDSB pursuant to Section 108(3) of the OBCA that restricts in part the powers of the directors of TLC to manage or supervise the management of the business and affairs of TLC.

## **ARTICLE 3 OBJECTIVES AND PRINCIPLES**

### **Section 3.1 Shareholder Objectives**

TDSB's objectives in entering into this Direction with TLC are to assist TDSB in its delivery of a strong public education system and align TLC objectives with the TDSB Multi-Year Strategic Plan by:

- (a) maximizing monetary and non-monetary value to TDSB through strategic management and facilitating the optimal use of its Real Estate Portfolio by reconfiguring, unlocking value, integrating, redeveloping and/or improving the quality or modernization of the facilities located on those lands;
- (b) representing TDSB's interest in a proactive, strategic manner, and responding to development applications, municipal and provincial initiatives, land use policies and legislation, land use planning and market trends and other matters that impact TDSB's Real Estate Portfolio and pupil accommodation needs;
- (c) ensuring TDSB's interests are accounted for in establishing and maintaining community joint ventures and third party partnerships related to its Real Estate Portfolio and community interests;
- (d) providing impartial, strategic, innovative, and proactive advice, and relying on specialized expertise;
- (e) mitigating financial risks to TDSB in connection with the delivery of Services;
- (f) being accountable to TDSB for achieving projected results, including developing TDSB approved Key Performance Indicators to measure TLC's performance and complying with the provisions and intent of this Direction; and,
- (g) providing effective and timely communication with TDSB along with internal teams and external stakeholders.

### **Section 3.2 Principles Governing TLC.**

To guide decision-making and strengthen accountability to TDSB's fiduciary responsibilities in the stewardship of its Real Estate Portfolio, TLC will conduct its affairs in a manner consistent with the following principles:

- (a) that TDSB lands are to be preserved as public assets to the maximum extent possible;
- (b) that TDSB's delivery of a strong public education system in the future includes continuous modernization of TDSB school buildings and facilities;
- (c) that maximizing TDSB land value extends beyond financial value and is to include community and social value;
- (d) that TDSB must be kept Financially Whole when developing local and sustainable public service programs on TDSB Real Estate Portfolio which supports the partnerships and community hub model;
- (e) that TLC advocate for appropriate land use planning and provide for educational facilities which are sustainable and provide a secure and healthy physical environment for learning and teaching in communities throughout the City of Toronto;
- (f) that TLC be guided by the TDSB Multi-Year Strategic Plan and other applicable TDSB Plans, policies and procedures;
- (g) that TLC act only in furtherance of TDSB's best interests;

- (h) that TLC conduct its affairs in a transparent and public spirited way, recognizing that, in many cases, the Real Estate Interests within the Real Estate Portfolio are important to the communities in which they are located; and,
- (i) that TLC work with communities, local politicians and stakeholder organizations to ensure they have a meaningful opportunity to be informed of, participate in, and comment on, significant projects, initiatives or other matters being undertaken by TLC.

TLC will be responsible for determining the appropriate balance among the foregoing principles and causing TLC to conduct its affairs in accordance with same, and will be accountable to TDSB for how this balance is achieved.

#### **ARTICLE 4 OPERATION AND CONTROL OF TLC**

##### **Section 4.1 TLC Board.**

Subject to any matters requiring approval of TDSB pursuant to this Direction or any other restrictions set out herein, the TLC Board will supervise the management of the business and affairs of TLC and carry out the following specific matters:

- (a) develop and approve the Strategic Plans and the Annual Plan consistent with the provisions of this Direction and the TDSB Multi-Year Strategic Plan for approval by TDSB's Board;
- (b) evaluate its strategic direction and ensure alignment with TDSB;
- (c) set and approve an annual TLC Budget in accordance with the TDSB annual budget cycle and recommend approval by TDSB's Board;
- (d) Unless specifically exempted by another provision of this Direction, adhere to all TDSB policies and procedures and develop TLC policies and procedures (subject to TDSB Board approval for policies, and TDSB staff approval for procedures) consistent with the provisions of this Direction, the *Education Act*, and all other relevant legislation;
- (e) Subject to obtaining the prior approval of TDSB for Transactions Requiring Consent, negotiate and execute, on behalf of TDSB, all business and operational affairs which are necessary or desirable in order to permit TLC to carry out the Services as defined and identified in this Direction;
- (f) manage and direct all TLC human resource and employee-relations matters in accordance with TDSB Employee Services policies, procedures, terms and conditions of employment and/or any collective agreements. TLC shall consult with TDSB concerning employees covered by all applicable collective agreements and terms and conditions of employment in order to ensure their consistent application between TLC and TDSB. Any exceptions to applicable TDSB policies require TDSB Board approval. Any exceptions to applicable TDSB procedures, and TDSB terms and conditions of employment require Director of Education approval.
- (g) make recommendations to the Director of Education regarding the hiring, termination, or any other human resource matters of the CEO
- (h) establish the TLC Board committee structure, as well as associated terms of reference for each committee. The terms of reference will include, among other things, a requirement that each Committee have at least one TDSB Trustee Director as a member;
- (i) ensure that TLC operates in a manner consistent with applicable industry best practices; and

- (j) self-evaluate its performance annually and submit the self-evaluation in writing to TDSB's Board by December 1<sup>st</sup> of each year for approval.

The Executive Officer, TLC, will be responsible and held accountable to achieve the objectives and goals of the TLC Board.

Notwithstanding the foregoing, the Director of Education, and not the TLC Board, will have all authority and responsibility for managing the employment of the Executive Officer, including but not limited to recruitment, selection, appointment, compensation and human resources matters. For greater certainty, the Director of Education is not assuming any authority or responsibility afforded to the Executive Officer.”.

#### **Section 4.2 Composition of the TLC Board.**

Subject to Section 4.3(c), the TLC Board will be composed of ten (10) Directors. Of these, four (4) will be Trustees, four (4) will be individuals who are not Trustees (“Citizens”) and two (2) will be TDSB staff.

The Director of Education or designate, the TDSB General Counsel or designate, and the TDSB Board Chair shall be entitled to attend all TLC Board and Committee meetings, including all closed sessions, and to receive all notices of such meetings and all reports and other correspondence which are distributed to members of the TLC Board.

#### **Section 4.3 Appointment of TLC Board Members.**

- (a) The four (4) TLC Board positions to be occupied by Trustees will be appointed by the TDSB Board.
- (b) The four (4) TLC Board positions to be occupied by Citizens will be nominated by an approved TLC committee, approved by the TLC Board, and ratified by TDSB. In selecting nominees to fill these positions, the TLC Committee will consider expertise of candidates in areas related to the TLC Services to be provided.
- (c) The two (2) TLC Board positions to be occupied by TDSB staff will be appointed by the Director of Education. These appointments will take effect immediately following the expiry of the terms of two TLC Board members on March 1, 2023, or upon vacancy of the positions, whichever is earlier.
- (d) The Chair of the TLC Board will be appointed by TDSB from the Citizen Directors of the TLC Board. TLC shall be entitled to make recommendations for the position of Chair.
- (e) Directors of the TLC Board who are Trustees shall serve for a term ending on the earlier of the date which is two (2) years after their appointment and the end of their term of office as Trustees. Directors of the TLC Board who are Citizens shall serve for a term of three (3) years and may be appointed for a second three (3) year term. Directors of the TLC Board who are TDSB staff shall serve for an indefinite term, at the discretion of the Director of Education. No Director of TLC may serve more than two (2) consecutive terms unless authorized by the TDSB Board. The Citizen and Trustee Director terms of office will be staggered to ensure continuity.
- (f) To be eligible to be a Director of TLC, an individual must not be disqualified from being a director as provided under the OBCA, and shall be a resident Canadian as defined in the OBCA.
- (g) If a Director of TLC ceases to be a Director for any reason, TDSB will fill the vacancy created thereby as soon as reasonably possible.

#### **Section 4.4 Remuneration.**

The remuneration of the Directors of TLC will be as determined by TDSB from time to time. TLC will reimburse Directors for all reasonable and allowable expenses in accordance with TDSB and TLC

expense policies and procedures. In the event of a conflict between TDSB and TLC policies, TDSB policies shall prevail.

#### **Section 4.5 Removal of Directors**

A Director may be removed from the TLC Board in accordance with the OBCA. The reasons for such removal may include, but are not restricted to:

- (a) breach of the Director's obligations under the OBCA;
- (b) conflict of interest that cannot be resolved in any other manner satisfactory to the TLC Board;
- (c) engagement in activities that are deemed by the TLC Board to have an adverse impact on the duties of such Director as a TLC Board member;
- (d) absence from three consecutive meetings of the TLC Board without obtaining approval of the TLC Board;
- (e) ceasing to meet the eligibility criteria of a TLC Board member as described herein; and
- (f) any removal of a Director by TDSB pursuant to Section 122 of the OBCA.

#### **Section 4.6 Conflict of Interest**

The Directors and officers of TLC will strictly abide by the requirements of the OBCA and the *Municipal Conflict of Interest Act*, and all other applicable statutes or requirements of law in respect of conflicts of interest, as well as any related TDSB or TLC policy or procedure, including any requirements in respect of disclosure and abstention from voting. In the event of a conflict between TDSB and TLC policies, TDSB policies shall prevail.

#### **Section 4.7 Confidentiality**

The Directors and officers of TLC will ensure that no confidential information of TDSB is disclosed or otherwise made available to any Person, except to the extent that:

- (a) disclosure to TDSB or TLC or their employees or agents is necessary for the performance of any of their duties and obligations under this Direction or is otherwise required by TDSB;
- (b) disclosure is required in the course of judicial proceedings or pursuant to law; or the confidential information becomes part of the public domain (other than through unauthorized disclosure by any Person),

and TLC will abide by all terms of all applicable statutes and requirements of law pertaining to privacy and access to information.

#### **Section 4.8 Shareholder Matters**

- (1) Authorizations of TDSB generally.

The following will apply to any authorizations or decisions that TDSB must provide:

- (a) where TDSB authorizations or decisions are required, TLC will give reasonable advance notice in writing of the need for such authorization and will provide such information as is reasonably necessary for TDSB to make an informed decision;
- (b) where TDSB authorizations or decisions are required, such authorizations or decisions shall be made by way of written TDSB Board resolution, or by the Director of Education if approval or decision making authority has been delegated to the Director of Education by written TDSB Board resolution; and
- (c) TLC shall be entitled to rely upon any direction, approval or authorization provided by the Director of Education from time to time on these specific matters.

(2) Where TDSB Authorization Required Under OBCA.

TLC will not, without the prior written authorization of TDSB, enter into any transaction or take any action that requires shareholder approval pursuant to the OBCA, including without limitation, the following actions:

- (a) apply to make changes to the articles of incorporation of TLC;
- (b) amalgamate, apply to continue as a body corporate under the laws of another jurisdiction, merge, consolidate or effect a reorganization as defined in the OBCA, or approve or effect any plan of arrangement, in each case whether statutory or otherwise;
- (c) take or institute proceedings for any winding up, arrangement or legal reorganization or dissolution;
- (d) create new classes of shares or reorganize, consolidate, subdivide or otherwise change its outstanding securities;
- (e) dispose of, by conveyance, transfer, lease, sale and leaseback, or other transaction, all or substantially all of its assets or undertakings;
- (f) appoint, remove, or change the Auditor; or
- (g) make any change to the number of Directors comprising the TLC Board.

(3) Other Matters Requiring TDSB Authorization.

Without the authorization of TDSB, TLC will not:

- (a) appoint new Directors to fill vacant positions on the TLC Board;
- (b) pass or amend any by-laws
  - (i) with respect to the composition or number of Directors or the term of Directors; or
  - (ii) that are inconsistent with this Direction;
- (4) alter the remuneration of the Executive Officer; or
- (5) enter into, or agree to enter into, any agreements that constitute a Transactions Requiring Consent referred to in Section 6.1.

**Section 4.9 Other Legislation**

In the event any provision of this Direction or any other direction of TDSB conflicts with applicable legislation and/or regulation, the latter shall prevail.

**Section 4.10 Communication between TLC and the Shareholder**

TLC will ensure that there is effective and consistent communication between TDSB and TLC through the following means:

- (1) Board to Board
  - (a) TLC reports will be submitted to TDSB through its Planning and Priorities Committee (or its successor committee), or to an appropriate Committee as determined by TDSB Chair and/or Director of Education;
  - (b) The TLC Board will report quarterly to TDSB Board highlighting key activities and achievements; and
  - (c) All TLC Board reports shall contain an Executive Summary, which addresses the connection to TDSB key policies and strategies, including but not limited to long term accommodation strategies, strategies for growth and intensification, TDSB's



Multiyear Strategic Plan, human rights and equity considerations and considerations of student and community impact.

(2) Executive Officer —Director of Education

The Director of Education may provide advice, direction and guidance, in accordance with TDSB Board resolution, on matters of significance to TDSB. The Executive Officer and Director of Education will collaborate and have open discussions and regular communication.

(3) TDSB — TLC Executive Committee

An executive committee consisting of the Chair of TDSB's Board; the TLC Chair; the Director of Education; and the Executive Officer will be established to facilitate communication and collaboration.

(4) Strategic Plan

TLC will develop its long-term plan ("TLC Strategic Plan") in accordance with the TDSB's Multi-Year Strategic Plan and its long-term programming requirements, to be submitted to TDSB Board for approval. The TLC Strategic Plan will be updated to include changing objectives and priorities of TDSB during the period covered by the TLC Strategic Plan or whenever TDSB updates its strategic plan. Reporting of the TLC Strategic Plan will be within three months of the approval of TDSB's Multi-Year Plan. TLC will review the TLC Strategic Plan every four years.

(5) Annual Plan

TLC will submit its Annual Plan to the TDSB Board for approval. The Annual Plan will satisfactorily support all operations under TLC's direction and will be in alignment with TDSB's budget cycle for the next Fiscal Year. A finalized Annual Plan will be adopted not later than thirty (30) days before the beginning of the Fiscal Year to which it relates (such finalized plan being hereinafter referred to as the "Annual Plan"). TLC will also report annually on its results and achievements set out in the previous year's Annual Plan, including financial and key performance targets.

**Section 4.11 TLC Meetings, Meeting Agendas, and Meeting Minutes**

TLC shall:

- (1) Conduct all meetings of the TLC Board and its committees in a manner that is open and accessible to the public, with the exception of TLC Board meetings and TLC Board committee meetings that are closed meetings held in conformance with the requirements of section 207 of the *Education Act*; and
- (2) post the agendas and minutes of all TLC Board meetings and TLC Board committee meetings online in a manner that is available to the public, with the exception of TLC Board meetings and TLC Board committee meetings that are closed to the public in accordance with the requirements of section 207 of the *Education Act*.

**Section 4.12 TLC Board Member Code of Conduct**

TLC shall develop a Code of Conduct that applies to all members of the TLC Board, which must be approved by the TDSB Board.

**Section 4.13 Orientation for TLC Board Members**

All members of the TLC Board shall undergo an orientation program upon appointment to the TLC Board.

## **ARTICLE 5 PROVISION OF SERVICES**

### **Section 5.1 Appointment of TLC as Agent and Advisor**

Subject to the terms and conditions herein, and any subsequent services as required by TDSB, TDSB hereby appoints TLC and TLC hereby accepts such appointment, as TDSB's agent and authorizes TLC to exercise such powers as may be necessary or appropriate for the performance of TLC's obligations of providing or procuring the Services.

For those matters for which TLC is not Agent, TLC will act as Advisor to consult and provide recommendations as requested by TDSB from time to time.

### **Section 5.2 Project Management and Consulting Services**

TLC will provide such additional consulting and/or project management services (the "Project Management and Consulting Services") as may be requested from time to time by TDSB. The Project Management and Consulting Services may include, by way of example, supervision of capital projects, redevelopment of properties owned by TDSB, or representation of TDSB in joint venture opportunities with other public or private sector entities. These services may be provided by TLC as agent for and on behalf of TDSB or in the capacity of consultants. These services may relate to one or more of the Properties, but may also relate to other properties, whether or not owned by TDSB, which are not Properties for the purposes of this Direction.

The scope of such services shall be determined by TDSB after discussions between TDSB and TLC. Such discussion shall take into consideration the resources available to TLC, the demands on those resources in providing the other Services under this Direction, and the impact on the Annual Budget.

### **Section 5.3 Notice of Legal Proceedings**

TLC shall promptly give notice to TDSB General Counsel of any statement of claim, application, legal proceeding, or other legal documents which provide notice of, originate, or continue any proceeding which has an impact upon the value of any Property or which establishes, claims or alleges liability of TDSB and/or TLC.

If it is not an insured claim under TDSB's or TLC's insurance policies, TLC shall retain counsel for the purpose of defending any action or other proceeding provided that (i) the estimated cost of legal fees is contained in the current Annual Plan and (ii) the action or other proceeding is a "Routine Proceeding".

TLC shall not commence any legal action or other proceeding until it has received the written approval of the TDSB General Counsel, or designate.

### **Section 5.4 Disposition Properties**

TDSB will, from time to time, identify Properties which it has determined should be disposed of, and will, after having declared such Properties to be surplus by way of a resolution pursuant to Section 194(3) of the *Education Act*, notify TLC that such determination has been made via a formal communication from the Executive Officer, Governance and Board Services, on behalf of the Chair of TDSB. Properties identified in any such notice are referred to herein as "Disposition Properties". TLC will provide such assistance as TDSB may request to enable it to make such determination, including providing economic and statistical data, as well as market valuations and projections relating to specific Properties.

#### **(a) Compliance with Regulation 444**

The notice provided by TDSB to TLC pursuant to Section 5.4 will specify whether the Disposition Property has been the subject of a proposal pursuant to the procedure specified in Regulation 444 (a "Reg 444 Proposal"), and if it has, the outside date by which TDSB is permitted to sell such Disposition Property to a third party without issuing another Reg 444 Proposal (the "Outside Sale Date"). If a Reg 444 Proposal has not been issued for such Disposition Property, or if it has been issued but the Outside Sale Date is not, in TLC's opinion, sufficiently distant to permit TLC to properly dispose of the Disposition Property before such

Outside Sale Date, then, in either case, TLC will issue or cause to be issued a Reg 444 Proposal for such Disposition Property.

If, as a result of a Reg 444 Proposal, a Disposition Property is to be sold to one of the bodies specified in Regulation 444, then TLC will be responsible to negotiate, resolve, execute and deliver, as agent for and on behalf of TDSB, such agreements and other instruments as may be necessary or desirable to sell and convey such Disposition Property and to complete all related transactions pursuant to the *Education Act* and other applicable legal requirements.

(b) **Disposition Parameters**

Where appropriate, TDSB will specify disposition parameters, (the "Disposition Parameters") specific to each Disposition Property at the time of surplus declaration. Such parameters will be adhered to in the disposition of the Disposition Property to a third party purchaser (other than a named purchaser pursuant to Regulation 444). Once the Disposition Property is declared surplus and transferred to TLC, TLC must comply with all regulatory disposition parameters and is authorized to negotiate and execute all agreements necessary to conclude the disposition. In disposing of a surplus property through the open market process, TLC will advance TDSB's commitment to strong and vibrant communities.

(c) **Limitations on Disposition**

TLC shall not sell, transfer or otherwise dispose of any interest in any of the Properties (other than Leases as provided in this Direction) or enter into any agreement or option which would oblige TLC or TDSB to do so, unless the procedure outlined in this Article is followed or the approval of TDSB has otherwise been provided.

**Section 5.5 Licenses**

TDSB hereby authorizes TLC to issues licenses (not including permits normally issued by TDSB's Permitting Department) as agent for TDSB for the temporary use of a Property subject to the following:

- (1) TLC shall be responsible for negotiating the terms and conditions of and executing such licenses as agent for and behalf of TDSB;
- (2) the term of any license shall not exceed five (5) years unless authorized by TDSB;
- (3) the license will not unreasonably interfere with the use of the Property by TDSB; and
- (4) if the term of the license includes use of an instructional Property concurrent with its use by TDSB as an instructional Property:
  - (a) it shall be treated as a Transaction Requiring Consent under section 6.1 of this direction; and
  - (b) TLC shall consult with the Principal and TDSB's Accommodation and Planning Department to ensure that the license will not unreasonably interfere with the operation of the school.

**Section 5.6 Shared Access to Data**

Upon the request of the Director of Education or designate, TLC shall promptly provide TDSB with access to any requested records, information or data in TLC's possession, custody or control.

### **Section 5.7 Implementation of Technology Solutions**

TLC shall ensure that any Technology Solutions employed by TLC shall be procured, developed, and implemented only with the written approval of the Director of Education, or designate. TLC shall implement any specified Technology Solutions upon the written direction of the Director of Education, or designate, including but not limited to contract lifecycle management systems.

## **ARTICLE 6 PROVISION OF SERVICES GENERALLY**

### **Section 6.1 Transactions Requiring Consent**

Notwithstanding the authority granted to TLC under this Direction, there are certain transactions and agreements in respect of which the prior written approval of TDSB will be required. These are referred to herein as "**Transactions Requiring Consent**" and include the following:

- (a) Leases, or renewals or amendments of Leases which
  - (i) Are not subject to a current TDSB policy ;
  - (ii) In the case of renewals, were not previously approved by TDSB;
  - (iii) do not adhere to the current Annual Plan; or
  - (iv) do not contain the Early Termination Clause;
- (b) Contracts or agreements of any sort which
  - (i) Are not subject to a current TDSB policy;
  - (ii) do not adhere to the current Annual Plan;
  - (iii) are Major Contracts; or
  - (iv) are for the purpose of soliciting or obtaining legal advice regarding the applicability of governing legislation to TLC; and
- (c) such other types and categories of transactions and agreements which require the approval of TDSB under the terms of this Direction, applicable TDSB policy and procedure, including but not limited to leases in accordance with TDSB procedure relating to delegating of signing and approval authority, or which TDSB may identify by notice in writing to TLC from time to time.
- (d) For any lease to be renewed by TLC pursuant to section 6.1(a)(ii), TLC shall provide advance notice of the pending renewal to TDSB and TDSB may instruct TLC not to renew the lease at TDSB's sole discretion. The Director of Education, or Designate, may determine the length of notice required to be provided by TLC under this provision.

### **Section 6.2 Standard of Care**

The parties hereto acknowledge and agree that the standard of care to be exercised by TLC in providing the Services pursuant to this Direction shall be the standard of care that a reasonably skillful and prudent owner of properties similar to the Properties would apply in administering such assets.

### **Section 6.3 Best Practices**

The TLC Board shall, as part of their duties hereunder, develop and implement policies and procedures which are reflective of the principles and objectives set out in this Direction and of applicable best practices in the industry, in various areas, including but not limited to:

- (a) conflict of interest by Directors; and
- (b) competitive bidding or tendering processes designed to procure optimal pricing, in a transparent and efficient manner, for all transactions in which TLC is engaged, including leasing of Properties, sale of Disposition Properties unless authorized by TDSB to engage in single sourcing with respect to a specific Disposition Property, and procurement of goods and services used or consumed by TLC.

#### **Section 6.4 Service Level Agreement**

TDSB staff in discussion with TLC staff shall develop an updated Service Level Agreement. The Service Level Agreement will be relied upon to delineate actual service levels relating to certain functions including but not limited to: finance, facilities, human resources, IT, payroll and benefits.

#### **Section 6.5 Limitations Re Contributions**

TLC is not permitted to:

- (a) make any donations or contributions to any charity or charitable organization, whether registered or otherwise, other than to TDSB; and
- (b) make any contributions to or endorse any political party, candidate, or campaign

#### **Section 6.6 Execution and Delivery of Instruments; Power of Attorney**

Subject to Section 6.1, TDSB hereby authorizes TLC to execute and deliver, in its capacity as agent for and on behalf of TDSB, all contracts, Leases, amending and extension agreements, deeds, transfers, assignments, certificates, declarations, directions, authorizations and other instruments as may be necessary or desirable, in the opinion of TLC, from time to time to permit TLC to provide the Services and carry out its duties as contemplated under this Direction. TDSB will execute and deliver to TLC from time to time as TLC may request, any confirmation of the foregoing authorization, and of the agency relationship established hereby, and any power of attorney, in each case as TLC may determine to be advisable.

#### **Section 6.7 Agency Relationship; Cost and Expenses**

Every action taken by TLC in providing the Services under the provisions of this Direction shall be done as an agent of TDSB with the authority to bind TDSB, subject to Section 6.1, except as otherwise provided herein. Except as specifically provided herein to the contrary, all obligations and expenses incurred in providing the Services pursuant to and in accordance with the provisions of this Direction shall be for the account, on behalf, and at the expense of TDSB.

#### **Section 6.8 Employees**

All employees of TLC (excluding employees of TDSB seconded to TLC) will be employees solely of TLC and will not be employees of TDSB. Unless contemplated otherwise in this Direction, TLC will manage, direct and execute all human resources and employee relations matters with employee remuneration to be reflected in the TLC Annual Plan.

TDSB will provide for TLC staff the opportunity to enroll in all TDSB plans subject to provider approval.

#### **Section 6.9 Mutual Release**

Each of TLC and TDSB irrevocably releases and forever discharges the other and, where applicable, each of their respective directors, officers, trustees, agents and employees (collectively the "Releasees") from all actions, causes of action, suits, debts, covenants, liabilities, damages, demands and all other claims which either party ever had, now has, or may hereafter have against the Releasees for any causes whatsoever (collectively "Claims"). Each of TLC and TDSB further agrees not to commence any action, proceeding, suit or claim (including any cross-claim, counterclaim, third party action or application) which respect to any Claims or against any Person who may claim contribution or indemnity against the Releasees.

**Section 6.10 Indemnification of Directors and Officers**

TDSB will indemnify:

- (i) Any director or officer of TLC;
- (ii) Any former director or officer of TLC;
- (iii) Any individual who acts or acted at TLC's request as a director or officer of a body corporate of which TLC is or was a shareholder or creditor; and
- (iv) Their respective heirs and legal representatives;

to the fullest extent that such Persons may be indemnified by TLC pursuant to the OBCA. TDSB may execute agreements in favour of any of the foregoing Persons evidencing the terms of this indemnity. Nothing in this Section limits the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this Section.

**ARTICLE 7  
ASSIGNMENT; DELEGATION; RENEWAL**

**Section 7.1 Assignment by TLC; Delegation of Duties**

- (a) TLC shall not assign its interest in this Direction without the prior written consent of TDSB. TLC shall, at all times during the term and any renewal term under this Direction, be a wholly-owned subsidiary of TDSB.
- (b) Subject to TDSB Policies and Procedures, TLC shall be entitled to issue tenders for the procurement of services and supplies, enter into arrangements with one or more other asset managers, advisors, professionals, consultants or other Persons for the provision of services and/or to delegate some or all of its duties and authorities under this Direction, provided the cost of same is in accordance with the current Annual Plan.
- (c) To the extent that any of the Services to be provided by TLC hereunder are required by law to be provided by a Person with any license, permit, or authorization from any Governmental Authority, and where TLC does not possess such license, permit or authorization, it is the intention of TDSB and TLC that TLC will arrange to have such Services provided by a Person who does possess such license, permit, or authorization.

**Section 7.2 Automatic Renewal**

The term of this Direction shall commence on the Effective Date and shall expire on the fifth (5th) anniversary thereof, provided, however, if this Direction has not been terminated by not less than twelve (12) months' written notice from TDSB on or before such fifth (5th) anniversary, then this Direction shall be automatically renewed for successive two (2) year periods, until terminated by TDSB on not less than twelve (12) months written notice.

**ARTICLE 8  
GENERAL**

**Section 8.1 Notices.**

All notices which may or are required to be given herein or pursuant to this Direction shall be in writing and shall be given personally by serving the same upon any officer of the party to be served or by transmitting same by electronic mail or by delivering same by courier:

- (1) To the Toronto District School Board (TDSB) at:

5050 Yonge Street  
Toronto, Ontario  
M2N 5N8

Attention: Director of Education

- (2) To the Toronto Lands Corporation at:

201 — 60 St. Clair Ave. East  
Toronto, Ontario  
M4T 1N5

Attention: Executive Officer.

or such other addresses as the Parties may advise by notice in writing and any such notice shall be deemed to have been received and effectively served, if sent by courier, the second Business Day following the day on which it is sent and if served personally or sent by electronic mail, on the day of delivery (or if such is not a Business Day, on the first Business Day following), provided that, if notice is given by way of electronic mail, notice will be deemed to be ineffective for purposes of this Direction unless the original is delivered by courier within three (3) Business Days afterward.

### **Section 8.2 Governing Law**

This Direction shall be governed, interpreted and enforced in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

### **Section 8.3 Counterparts**

This Direction may be executed in any number of counterparts (including counterparts by facsimile) and all such counterparts taken together shall be deemed to constitute one and the same instrument.

### **Section 8.4 Amendments**

This Direction may be amended solely at the discretion of TDSB. TDSB will provide written notice to TLC not less than thirty (30) days prior to making any amendment to this Direction.

### **Section 8.5 Negation of Partnership or Joint Venture**

Nothing in this Direction shall constitute or be construed to constitute or create a partnership, joint venture, or lease between TDSB and TLC.

Dated at Toronto this \_\_\_ day of, August, 2023, as amended and restated and effective as of September 5, 2023.

### **TORONTO DISTRICT SCHOOL BOARD**

Per: \_\_\_\_\_  
Name: Colleen Russell-Rawlins  
Title: Director of Education

Per: \_\_\_\_\_  
Name: Rachel Chernos Lin  
Title: Chair, TDSB





**DECISION ITEM****Modernization Opportunities: Capital Priority Site, 235 Galloway Road****To: TLC Board****Date:** September 14, 2023**RECOMMENDATION:**

It is recommended:

1. That the Toronto District School Board site located at *235 Galloway Road- St. Margaret's Public School* be prioritized by the Toronto Lands Corporation in support of the TDSB's capital priority submission to the Ministry of Education, and that the Preliminary Work Plan, as outlined in the supporting appendices continued to be explored, with a report back to the TLC board in the second quarter of 2024 on that work;
2. That the follow-up report includes the outcome of staff's due diligence including:
  - i. High level financial pro-forma.
  - ii. Refined site massing and potential built form
  - iii. Staging options
  - iv. Heritage, Title and Environmental summary
  - v. Other public sector partnership opportunities
  - vi. Risks
3. That, along with the new school, the TLC explore the option to include a new public sector, or not-for-profit long-term care home as a part of any future redevelopment on the site.
4. That the TLC explore opportunities for additional city and community building opportunities, with a focus on truth and reconciliation and equity, and wherever possible, include these opportunities as a part of due diligence

**EXECUTIVE SUMMARY**

At the call of the Ministry of Education, all school boards in Ontario are requested to submit business cases to the Ministry's annual Capital Priorities program. This program provides funding for new schools, school additions, school replacements or deep retrofits. Historically, even though the Toronto District School Board (TDSB) is the largest school board in the province, on average TDSB has only received funding to support 1 to 2 submissions in any given year.

This site affords the opportunity for the TLC, working with the TDSB to think more broadly about how a future redevelopment may not only provide an opportunity for a new modern school, but also provide a further benefit to the community. The large size of this site is conducive to providing an opportunity to explore the addition of a new long-term care home and speaks directly to the TLC's mandate to think broadly about how the TDSB's real estate may, in a broad sense, improve school communities by addressing other needs.

Exploring potential alternatives to address TDSB's capital priority needs falls within Toronto Lands Corporation's (TLC) modernization strategy. Through the modernization strategy,

TLC staff are tasked with evaluating the redevelopment potential within the TDSB's portfolio to determine if there is sufficient land equity to help fund renewal or the rebuilding of schools on existing sites along with exploring other broader city building objectives which strengthen the communities in which these schools serve.

St Margret's Public School, is an operating school which has been submitted as a TDSB capital priority in every round of Ministry funding since 2018. The school is in much need of repair as evidenced by a facility condition index exceeding 79% and a repair backlog of over \$4 million. The school also has a port-a-pack containing most of the school's instructional classrooms which has reached the end of its building life. When facilities have an index of 65% and over, they are beyond reinvestment and are identified as replacement schools requiring a rebuild.

### AUTHORITY OR DIRECTION FOR UNDERTAKING PROJECT

**Authority or Direction:** Shareholders Direction

### STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

<b>TDSB Strategic Plan Goal:</b>	<b>Build Strong Relationships and Partnerships with School Communities to Support Student Learning and Well- Being</b>
	<i>Create opportunities for the use of TDSB lands to deliver improved learning facilities while exploring other broader city building objects which strengthen the communities in which these schools serve.</i>
<b>TLC Strategic Plan Goal:</b>	<b>Transform Student Learning Environment through the Modernization of Facilities</b>
	<i>Opportunity to build TDSB capital priority replacement schools that have not been recognized by the Ministry as priority projects. (Secord PS, St Margaret's PS)</i>
	<i>Opportunity to leverage high valued sites for reinvestment back into new/replacement schools or build exceptional learning spaces.</i>

### DUE DILIGENCE (Select all that apply)

**Finance & Audit Committee**

- |   |  |
|---|--|
| <input type="checkbox"/> Consultation with TDSB Executive and/or Finance  | <input type="checkbox"/> Retain accountants or other professional advisors |
| <input type="checkbox"/> TDSB Review and Agreement                        | <input type="checkbox"/> Retain outside legal counsel                      |
| <input type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Professional review and advice                    |
| <input type="checkbox"/> Other:   |  |

**HR & Nominating Committee**

- |   |  |
|---|--|
| <input type="checkbox"/> SWOT Analysis                                    | <input type="checkbox"/> Gap Analysis                    |
| <input type="checkbox"/> Market research on best practices                | <input type="checkbox"/> Legal counsel review and advice |
| <input type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Retain outside legal counsel    |
| <input type="checkbox"/> Other:   | <input type="checkbox"/> Consultation with TDSB Staff    |

 **Policy & Planning Committee**

- |   |   |
|---|---|
| <input type="checkbox"/> Site Inspection      | <input type="checkbox"/> Planning Report                        |
| <input type="checkbox"/> Official Plan        | <input type="checkbox"/> Consultation with Local Trustee        |
| <input type="checkbox"/> Zoning               | <input type="checkbox"/> TDSB Staff Review and Agreement        |
| <input type="checkbox"/> Reg 444/98           | <input type="checkbox"/> Consultation with TDSB Executive Staff |
| <input type="checkbox"/> Appraisal Report     | <input type="checkbox"/> Consultation with TDSB Planning Staff  |
| <input type="checkbox"/> Environmental Report | <input type="checkbox"/> Consultation with TDSB Finance Staff   |
| <input type="checkbox"/> Title Check          | <input type="checkbox"/> Historical Assessment                  |
| <input type="checkbox"/> Other:               |   |

**FINANCIAL IMPLICATIONS**

There are no financial implications on current operational budgets as related external services are considered capital expenses. Appropriate project and resource budgets were identified as part of TLC's 2023-24 Budget submission.

**RISK LEVEL**

The risk levels remain low for this projects. Consultation with TDSB Staff, the local Trustee, Governments and other stakeholders are built into project scope.

**ACTION PLAN AND ASSOCIATED TIMELINES**

Report back to the TLC Board following the completion of the site's due diligence work throughout the year.

Inform TDSB Student Accommodation and Planning on the due diligence outcomes.

**TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)**

- Shareholders Direction
- Toronto District School Board (TDSB) Multi-Year Strategic Plan
- Toronto Lands Corporation (TLC) Annual Plan
- Toronto District School Board (TDSB) Disposition of Property Policy

**APPENDICES**

- **Appendix A:** Toronto Lands Corporation Modernization Opportunities Report
- **Appendix B:** Site Profile

**FROM**

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at  
[rglenn.tlc@tdsb.on.ca](mailto:rglenn.tlc@tdsb.on.ca)

Barbara Carou, Manager, Strategic Partnership and Development, at [bcarou.tlc@tdsb.on.ca](mailto:bcarou.tlc@tdsb.on.ca)

**Facility Information:**

St. Margaret's PS is an operating JK-8 elementary school located in the Kingston-Galloway Neighbourhood of Toronto. In 2022-2023 the school was operating at 113% utilization with 278 students on-site (capacity is 245). To address the historical and current accommodation pressures on the site, a large 16 unit port-a-pack was attached to the school building. St. Margaret's PS is also within the City of Toronto's West Hill Neighbourhood Improvement Area and ranks high on the Learning Opportunities Index (7), which is based on measures of external challenges affecting student success.

St. Margaret's PS has been identified for replacement to address the accommodation pressures at the school which are suggested to remain over the mid to long-term, the aging port-a-pack that is at end of life, as well as overall facility issues associated with the brick-and-mortar school building. The school building is in poor condition with a current Facilities Condition Index (FCI) of 79% and a current renewal backlog of \$4.8M. Over the next five years, renewal needs are projected to increase to \$5.3M or 87% FCI. When a school has an FCI above 65% its renewal backlog is considered so significant that a full replacement is the most appropriate means of capital intervention.

**Site and Surrounding Context:**

The site is large 7.4 acre site that is relatively flat and irregular in shape with a prominent frontage on Galloway Road. The site abuts the City owned West Hill Park to the north and St. Margaret's In the Pines cemetery to the east. While the site is designated Neighbourhoods in the City of Toronto Official Plan it also adjacent to lands on the south and west designated Apartment Neighbourhoods. The site is also in close proximity to Lawrence Avenue East and Kingston Road (a mixed-use future transit corridor). In the last few years, there have been several new development applications on the south side of Lawrence Ave E for 10-12 storey apartment buildings.

Preliminary soil and environmental testing have not identified any significant areas of concern. There are also no restriction on title.

**Proposed Future Site Program:**

Due to the significant size of this property, the site offers ample space to section off a portion the site for a new school and yard while maintaining the south end as a viable development parcel.

The current deferred maintenance makes this site an excellent candidate to explore an integrated redevelopment initiative which could potentially generate sufficient capital proceeds to fund a new replacement school.

The existing St. Margaret's Public School is proposed to be replaced with a new and expanded 340 pupil places JK to Grade 8 elementary School that would provide students with a new and desperately needed, state of the art facility. A separate capital request will be submitted through the City of Toronto for the inclusion of a city operated childcare. The school build out would be phased allowing for the construction of a new school while the existing St. Margaret's PS remains operational.

On the south portion of the site encompassing approximately 3 acres, TLC has been exploring opportunities for the inclusion of a new long-term care facility. Staff have had conversations with for-

profit long-term care providers along with the City of Toronto's Senior's Services and Long-Term Care team, and there seems to be significant interest in this site for an integrated redevelopment. Sites of this size are rare in Toronto, and the TDSB is well positioned to provide opportunities for new long-term care facilities as we move forward with the TLC's Modernization Plan.

While this concept is preliminary, there would be opportunities to look at additional concepts on this site that contemplate affordable housing, community space, etc. The intent is to continue to have conversation with our government partners both at the Provincial and Municipal level as we carry out further due diligence and program refinement.

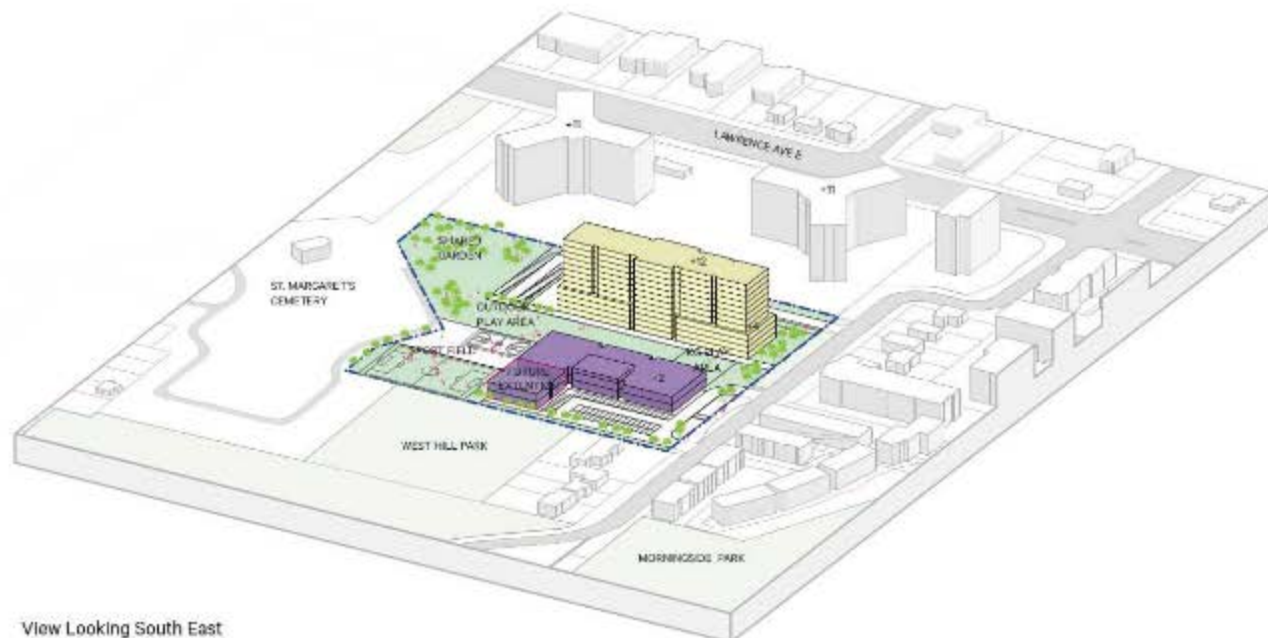
The images below are a first draft illustrating a 4.2 acre school site with a new 2-storey 340 pupil placement school that reserves the opportunity for future expansion (600 pp), includes an approximate 9,000 sq.m school yard and associated parking. On the south end of the site, the concept illustrates the potential to accommodate a 25,000 sq.m long-term care facility and outdoor amenity area which could be shared with the school. While this concept requires further refinement, these images illustrate the potential to maximize the use of the site to meet other community building priorities with the added opportunity enhance/complement student learning.

## 235 Galloway Road Site Plan



## 235 Galloway Road Axonometric

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View Looking South East

### Next Steps:

TLC will continue to advance due diligence on the site to better understand the development potential of the south end of the site, including further exploration of concepts for long-term care and affordable housing. It is understood that taking this site from concept development to implementation will take several years requiring the finalization of a development concept, completion of market sounding, consultation with governments, the local community and other stakeholders, as well as the selection of potential partners.

In the meantime, as this school remains a priority for the TDSB, TLC will work with TDSB Planning and Accommodation team on a Capital Priorities request for this site for the current round of funding submissions due in late October, 2023. The submission will include a capital ask for the replacement of the school, while introducing to the Ministry of Education the intent of developing a portion of this site for other government priorities that will include further consultation with the Province and City of Toronto. Given the amount of due diligence that still needs to be completed on this site, it is difficult at this time to determine what level of financial contribution could be generated from any future development of this parcel. However, it is the intent that should this site result in revenue generation, funds would be applied to off-set other capital priorities as identified by the TDSB.

SITE INFORMATION



<b>LOCATION:</b>	235 Galloway Road
<b>WARD:</b>	19- Scarborough- Guildwood
<b>LCI:</b>	7
<b>SITE AREA:</b>	7.41 acres
<b>PROPERTY USE:</b>	Operating School
<b>OFFICIAL PLAN:</b>	Neighbourhoods
<b>ZONING:</b>	Single Family Detached
<b>CITY PLANNING STUDY AREA:</b>	N/A
<b>HERITAGE DESIGNATION:</b>	N/A

FACILITY CONDITION

<b>BUILDING GFA:</b>	2,888 sq.m
<b>YEAR BUILT:</b>	1971
<b>REPLACEMENT VALUE:</b>	\$6.1M
<b>CURRENT RENEWAL BACKLOG:</b>	\$4.8M
<b>FACILITY CONDITION INDEX:</b>	79%

**SITE DESCRIPTION:**

- St Margaret's Public School is an operating school with one of the highest Facility Condition Index (FCI) and has a port-a-pack containing the majority of the school's instructional classrooms having reached the end of its usable life.
- The site is large and irregular in shape with a prominent frontage on Galloway Road.
- The site abuts City owned West Hill Park to the north and St. Margaret's In the Pine cemetery to the east.

**PLANNING CONTEXT:**

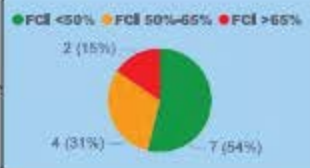
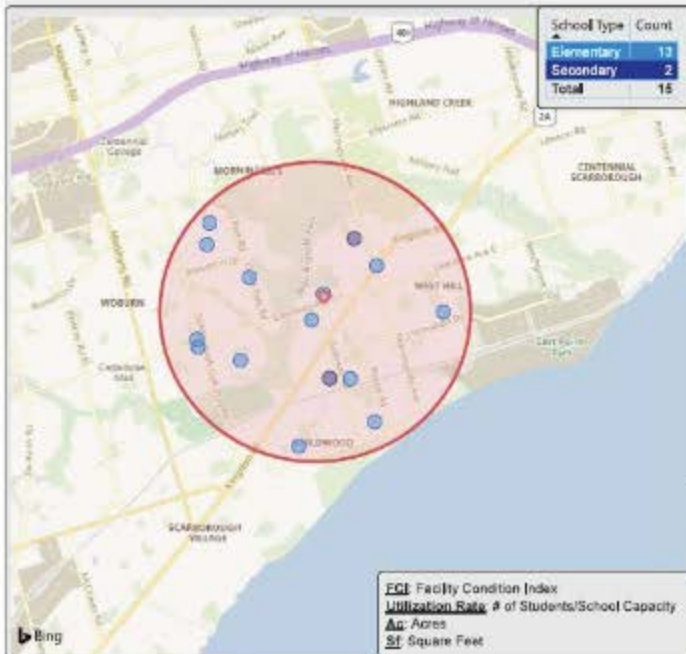
- The site is zoned Neighbourhoods and is surrounded by single family and townhouse developments to the north and west.
- The site also abuts Apartment Neighbourhoods to the south where apartments range from heights between 5-11 storeys.
- A number of new development applications have been approved along Lawrence Avenue E, including a 10-storey apartment building kitty-corner to the school property.

**TITLE SUMMARY:**

- No title constraints identified.



# St Margarets PS Area - Analysis



**DISCUSSION ITEM****Bill 98, Better Schools and Student Outcomes Act, 2023: Update****To: TLC Board****Date:** September 14, 2023**EXECUTIVE SUMMARY**

This report is provided for information to members of the TLC Board of Directors.

The *Better Schools and Student Outcomes Act, 2023* (Bill 98) was introduced on April 17, 2023 and received Royal Assent on June 8, 2023. Bill 98 made various changes to the *Education Act*, *Early Childhood Educators Act* and *Ontario College of Teachers Act*.

Bill 98 has been discussed at the TDSB since it was introduced in the spring by both advisory committees and community members as well as Trustees and staff. While Bill 98 was being considered by the legislature, it was referred to the Standing Committee on Social Policy, at which the Chair of the TDSB deputed on behalf of the TDSB on May 9, 2023. Additionally, TDSB staff prepared a summary of the Bill in June, attached in appendix C.

**APPENDIX**

- **Appendix A:** TDSB Submission Re: Bill 98, Better Schools and Student Outcomes Act
- **Appendix B:** TDSB Calls on Province to Rethink Elements of Bill 98
- **Appendix C:** Overview of Bill 98 - The Better Schools and Student Outcomes Act

**FROM:**

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at  
[rglenn.tlc@tdsb.on.ca](mailto:rglenn.tlc@tdsb.on.ca)



TDSB Submission Re: Bill 98, Better Schools and Student Outcomes Act

Tuesday May 09, 2023

Categories: *Advocacy*

The Toronto District School Board's perspective on Bill 98, *The Better Schools and Student Outcomes Act* is provided below and is the basis for TDSB Chair Rachel Chernos Lin's oral submission to the Standing Committee on Social policy on Tuesday, May 9, 2023.

The TDSB currently has 235,000 students in 583 schools throughout Toronto - approximately 12% of all Ontario students.

#### **Leveraging Surplus School Board Property**

With regard to the Ministry's move to gain greater control over TDSB property through the ability to direct the sale, lease or disposal of school sites that are "not needed" - we are deeply concerned as it would seem to remove the very important role of elected boards of Trustees in determining the surplus status of a property based on the unique needs of each community.

As the TDSB's Long-Term Program and Accommodation Strategy already reflects the Board's schedule for reviewing non-operating school sites for potential disposition, it is critical that we better understand what process, criteria and factors will be used by the province to determine if a site is not required.

It's important to note that the TDSB is prepared to make difficult decisions with regard to the closure of underutilized properties. In addition to our Long-Term Program and Accommodation Strategy, for several years now we have had a Secondary Review strategy with the goal of right-sizing our secondary schools to not only maximize programming options, but to operate schools in a more cost-effective manner. In the last year and a half, we have also begun a full review of our administrative sites to determine the most efficient use of these sites and adjust to the reality of new ways of working.

Regardless, the Board should have the authority to make decisions regarding whether a school site is required now or in the years ahead. Toronto is constantly changing and the Board needs the flexibility to adjust to the changing urban structure and demographics of our city. Indeed the TDSB has a long history of working with demographic change – for example, our Board has re-opened previously closed schools – Castlebar in south Etobicoke, and we plan to do so again in Sept 2024 with the reopening of Bannockburn. Both of these sites were not needed and leased out for some time and are now coming back into use to address significant enrollment growth and accommodation challenges at existing nearby school(s).

It is common in many jurisdictions to empower locally elected school board Trustees with powers related to school board properties. We ask the Standing Committee to consider - why might it be that Trustees were given power over these matters in the first place?

We offer that schools are essential community-level services, first and foremost. Elected people who serve communities directly are felt to be best placed to weigh the considerations and impacts for democratic decision making regarding their schools.

We would ask - what would the province want to accomplish in this area that cannot already be done by locally-elected Trustees? Rather than take on powers currently provided to locally elected Trustees, what other tools might already be available to the province to work collaboratively with and across school boards to achieve provincial goals?

Finally, it is worth noting that the TDSB and many other school boards have been asking for years now for a lifting of the moratorium on school closures. While this is by no means a quick fix to address current accommodation challenges, given the current process takes years between identifying schools for review and then possible disposition, we would welcome the opportunity to see this moratorium lifted and to work collaboratively with the government on our secondary plans that have been carefully thought out by Trustees and staff to ensure our schools are efficient, modernized and right-sized to improve student programming and ensure student success. We would ask that the government, rather than assuming potential control of our property, instead consider providing boards with clear timelines on when the moratorium will be lifted so that we may plan accordingly and efficiently.

#### **Parent Consultation by Boards Regarding Multi-Year Plans, MYPs in General**

From its inception, the TDSB has supported parental engagement - we supported board-wide parent and community advisory committees and school councils before they were mandated. That said, clarification is needed about the twice per year update meetings that will be required by Bill 98. TDSB has over 235,000 students, and a requirement for Board-wide meetings with their parents/guardians/caregivers will impose enormous practical challenges in its execution. We, and other large boards in the Province, would appreciate clearer guidance about this requirement.

Regarding Multi-Year Plans in general, school boards play a vital role in making sure local priorities are reflected in public education. In fact, right now we are surveying parents as we renew our current MYP and are seeking input through an electronic survey and in-person meetings in communities. The Province should continue to provide significant space for this local input, and avoid overriding local priorities in the Multi-Year Plans. Ontario is a diverse province, and communities in Timmins, North Bay, Windsor, or Toronto will all have different priorities for their students' education. Should the Province determine that they have a role in setting these priorities, at the very least we would strongly suggest that boards be involved in consultation.

Finally, the TDSB knows that all students with strong foundations in numeracy and literacy have greater opportunities with regard to post-secondary education. We do not believe that mandating priorities effectively engages parents, guardians and caregivers in connecting with the Board and their local schools.

#### **Business Affairs of Boards, Toronto Lands Corporation**

The Minister is being provided with broad powers to regulate the business affairs of school boards, and specific powers relating to "board controlled entities." Consider the Toronto Lands Corporation (TLC). It is one of a kind in Canada, and was created in close cooperation with the Province and has been a valuable asset in TDSB's stewardship of its Real Estate Portfolio. If the Ministry intends to implement general or specific regulatory changes that impact TLC's function these changes need to be clearly communicated well in advance.

On a similar note, if there will be significant changes to the way boards can conduct business, there needs to be clarity about the nature and extent of the changes. Any uncertainty, either on the part of Boards or our business partners, could prevent us from effectively negotiating or implementing contracts for school supplies or critical services. Businesses will not want to enter a deal with a school board if they think there is a risk the Province might render that deal null and void.

We believe it is important that the Province keeps to its goal of reducing regulation that gets in the way of business. We hope school boards are not made into an exception to this goal.

The costs of programs to support students with special education needs far exceed what is provided within special education grants. Likewise, the TDSB invests heavily in programs that support poverty, safety, and wellbeing for students that would be inadequately funded for Toronto without local spending flexibility. Our families and communities tell us these programs and initiatives are valuable. We have significant concerns about what might be considered "overspending" in a specific area and what further restrictions the government might place on funding, in turn further hampering the ability of school boards to meet local needs.

#### Support Personnel

The Minister's new ability to assign "Support Personnel" to Boards is cause for concern. As Bill 98 currently stands, the Minister would have unlimited discretion in determining when a Board's progress in implementing its Multi-Year Plan is unsatisfactory. These Support Personnel would have an undefined scope of duties once they are embedded with Boards, and the Bill gives no guidance about how these people will be considered, qualified or selected for their roles. TDSB is concerned about the total lack of accountability or transparency for the conduct of Support Personnel, who will be answerable only to the Minister.

#### Enhancement of Design Standardization

TDSB appreciates the need to better standardize design standards for new schools across the province, and the costs that will be saved as a result. However, flexibility is needed for schools in dense urban areas. In many cases, our urban sites require unique floor plans and are situated in highly constrained environments. This flexibility allow us to continue with innovative solutions such as one of latest school projects in downtown Toronto that will be built in the podium of a new condo building, or the one in Scarborough, which will use mass timber construction that will not only be environmentally sustainable but will cut construction timelines in half – or the project in North York that will see prefabricated modules lifted into place on a very tight urban site.

#### Integrity Commissioners

TDSB's own *Code of Conduct* already provides for the resolution of complaints about perceived Trustee misconduct through an Integrity Commissioner, and we are glad to see this model put in place across Ontario.<sup>[7]</sup> The role of the Integrity Commissioner should oversee code of conduct issues among all Trustees. We are concerned about changes in this bill that would see staff – and particularly Directors of Education – involved in that decision making process.

#### Early and Integrated Planning with Municipalities

We are supportive of changes that would encourage early collaboration with local municipalities as we strongly believe that schools must be considered in the first stages of any planning process. Schools are integral and essential components of complete communities.

Access to greenspace is critical to the day-to-day needs of a school. Urban format schools, especially those integrated into high-density mixed-use developments, do not have large, exclusive use of greenspace and the TDSB would appreciate the province's assistance in supporting the shared use of City parks in these unique circumstances.



## TDSB Calls on Province to Rethink Elements of Bill 98

Tuesday May 09, 2023

Today, Toronto District School Board Chair Rachel Chernos Lin shared the TDSB's significant concerns about Bill 98 - *the Better Schools and Student Outcomes Act*.

During a deputation before the province's Standing Committee on Social Policy, Chair Chernos Lin [outlined the concerns about the legislation](#) which, if passed, would impact a number of different areas including:

- The legislation appears to remove the very important role of elected boards of Trustees in determining which school board sites should be declared surplus based on the unique needs of each community.
- The Minister is being provided with broad powers to regulate the business affairs of school boards, and specific powers relating to "board controlled entities." If the Ministry intends to implement changes that impact the Toronto Lands Corporation (TLC) — a wholly owned subsidiary that oversees the board's real estate, leasing and land use planning — these changes need to be clearly communicated well in advance.
- The legislation appears to suggest the ability of the Ministry of Education to override local priorities in school board Multi-Year Plans. School boards play a vital role in making sure local priorities are reflected in public education. It is critical that the Province continue to provide significant space for this local input.

In addition to the concerns shared with the Standing Committee, the TDSB also has significant concerns with regard to:

- The Minister's new ability to assign "Support Personnel" to Boards. As Bill 98 currently stands, the Minister would have unlimited discretion in determining when a Board's progress in implementing its Multi-Year Plan is unsatisfactory. These Support Personnel would have an undefined scope of duties once they are embedded with Boards, and the Bill gives no guidance about how these people will be considered, qualified or selected for their roles.
- Changes to the role of Integrity Commissioner. The TDSB's own Code of Conduct already provides for the resolution of complaints about perceived Trustee misconduct through an Integrity Commissioner. The role of the Integrity Commissioner should oversee code of conduct issues among all Trustees. Staff – particularly Directors of Education – should not be involved in that decision making process.
- While the TDSB appreciates the need to better standardize design standards for new schools, and the costs that will be saved as a result, flexibility is needed for schools in

dense urban areas like Toronto which require unique floor plans and are situated in highly constrained environments.

### Quick Facts

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- On April 17, the provincial government tabled [\*The Better Schools and Student Outcomes Act, 2023\*](#).
- In addition to the TDSB's [Long-Term Program and Accommodation Strategy](#) which outlines the Board's schedule for reviewing non-operating school sites, the TDSB is already reviewing [secondary school programs](#) and its [administrative sites](#).
- The TDSB is [currently surveying parents](#) as it renews its current Multi-Year Strategic Plan and is seeking input through an electronic survey and in-person meetings in communities.

*"We are deeply concerned that Bill 98 appears to remove the very important role of elected boards of Trustees in a number of critical areas. Whether it is deciding which schools are needed in our neighbourhoods or setting the priorities of the school board for years to come, the voice of unique communities that Trustees bring to these decisions should not and cannot be overridden by the provincial government."*

**- Rachel Chernos Lin, Chair, TDSB**

## Overview of Bill 98 - The Better Schools and Student Outcomes Act

### an Act to amend various Acts relating to education and child care

- Amended the Early Childhood Educators Act, the Ontario College of Teachers Act, and the Education Act
- The changes to the Early Childhood Educators Act and the Ontario College of Teachers Act largely improve processes at the College of Early Childhood Educators and the Ontario College of Teachers to enable them to operate more efficiently, including more consistent disciplinary processes
- The changes to the Education Act are more widespread

### Summary of Changes to the Education Act

#### Apprenticeship Programs

- School boards must offer “equivalent apprenticeship learning programs”

#### Curriculum-Setting Powers

- Minister and Cabinet gain broad curriculum-setting powers through regulations, policies, and guidelines – can issue regulations prescribing “provincial priorities in education in the area of student achievement” – can issue guidelines for review and revision of curricula

#### Direction on Business Affairs

- Minister can provide direction on business affairs through regulations
- Minister may define “school board-controlled entity” and can prescribe specific persons or organizations as such entities and prescribe finance and accountability requirements that these entities must comply with

#### Multi-Year Strategic Plans

- School boards must communicate to their communities on their Multi-Year Strategic Plans (MYSPs) – must publish their MYSPs on their websites and abide by Minister’s format for the MYSP – must provide status reports on the MYSP – must meet with parents of pupils about the MYSP twice per school year (within 2 months of start and within 2 months of end) – meetings have to include information on planned and actual spending related to the MYSP – meetings have to provide means for parents of pupils to participate in the meetings and engage with all other participants
- MYSPs must be consistent with Cabinet’s prescribed “provincial priorities in education in the area of student achievement” and the Minister’s policies and guidelines regarding the same



### **Support Personnel**

- Minister can assign Support Personnel at the Minister's sole discretion if the school board is not meeting a goal of: promoting student achievement/wellbeing; promoting a positive and inclusive school climate; promoting the prevention of bullying; delivering effective and appropriate education programs to its pupils
- Minister cannot assign Support Personnel due to the failure of a school board to ensure effective stewardship of the board's resources (covered by different, existing review process)

### **Collaboration with Municipality**

- School boards and municipalities are required to collaborate in planning for development of school sites and establishment of child care centres within schools, in order to meet current and future needs of the boards

### **Disposition of Property**

- Minister may broadly require reports containing information about school boards' properties, plans for current and future use of properties, conditions of properties, and plans for future acquisition and disposition of properties
- The disposition process is to be controlled by Cabinet and Minister's regulations
- The requirement for a school board to pass a resolution authorizing a disposition of surplus property is being removed from the Act – conditions for school boards to meet will be in regulations
- Minister can issue regulations that: require disposition when general circumstances are met; set conditions for conducting disposal; set notice and approval requirements for disposal; provide right of first refusal to any prescribed persons or entities; set price for disposals, either specifically or by class; control allocation of proceeds from disposals, either specifically or by class; place conditions on use of disposed property when school boards are transferring to other boards; set price for board to board disposals

### **Joint Sites**

- School boards no longer require prior approval from the Minister to enter negotiations with any person or entity to provide schooling in a shared site
- School boards must abide by Minister's regulations for acquiring shared sites, when the partners are not: other boards; municipalities; child care centres; or other prescribed entities, set by Minister's regulation
- Minister can direct two or more school boards to share a site (including to construct one) – Minister can also issue regulations governing these arrangements

### Standardized School Plans

- Minister can issue guidelines and policies, binding on school boards, which require adherence to standardized functional specs, designs or plans when boards are constructing, renovating, or making additions to school buildings

### Budget

- Minister can now set minimums and maximums on spending amounts for regulation-specified purposes
- Minister can now put conditions on spending for regulation-specified purposes

### Performance Appraisals for Directors of Education

- Directors of Education are now subject to performance appraisals (previously the Education Act did not specify “director of education” in list of senior school-board officers who could be subject to performance appraisals)

### Mandatory Training

- Minister can require mandatory training – all senior officers (Trustees, Directors, Superintendents, Principals, and Vice-Principals) can now be required to undergo Ministry-prescribed training

### Codes of Conduct and Integrity Commissioners

- School boards must have a Code of Conduct for Trustees – Minister can specify the form and content
- School boards are not responsible for investigating alleged breaches or imposing sanctions on Code violations – this power is given to Integrity Commissioners
- Minister can set up a roster of Integrity Commissioners
- Results of Integrity Commissioner investigations will be published, unless they cover subject matter specified in the “closed meetings” provision of the Education Act

## Response from the TDSB

- On May 9, 2023, Chair Chernos Lin with Trustees Aarts and Laskin delegated to the Standing Committee on Social Policy and provided the following comments:

### Disposition of Property

- Concerned about the powers for the Minister to direct the disposition of property – concerned that Trustees and school boards are removed from the process of determining properties as surplus – Trustees and school boards bring local knowledge to the decision and understand the unique needs of communities

- Would like to understand the process, criteria and factors that the Province will use to determine that a property is not required – the TDSB has a schedule and process for reviewing the needs for properties through the TDSB’s Long-Term Program and Accommodation Strategy
- We are prepared to close schools and administration centres and sell properties and right-size the system, but some properties do need to be retained to accommodate development and population growth in specific neighbourhoods over the long term
- Would like the moratorium on school closure lifted

#### **Multi-Year Strategic Plans**

- TDSB has always supported parent engagement – clarification is needed on the twice-a-year update meetings – there are practical challenges on implementing this with a board the size of the TDSB
- School boards play a vital role in MYSPs making sure they reflect local priorities – the Province should continue to provide significant space for this local input and avoid overriding local priorities
- If the Province is going to have a role in setting these priorities, school boards should be consulted on their board-specific priorities

#### **Direction on Business Affairs**

- The Minister is being given broad powers to regulate business affairs of school boards and board-controlled entities – the TLC has been a valuable asset in the TDSB’s stewardship of its real estate portfolio – if the Minister intends to change a board-controlled entity like the TLC these changes need to be clearly communicated well in advance
- Would prefer that the Province keep to its goal of reducing regulation that gets in the way of business – hope that school boards are not an exception to the goal
- The costs of programs to support special education, poverty, safety and well-being of students exceed funding – local decisions and flexibility on spending allow funds to be directed to meet these needs

#### **Support Personnel**

- Concerned about the Minister’s power to determine that a school board’s progress in implementing its MYSP is unsatisfactory and to assign a Support Personnel who would have undefined scope of duties
- Concerned about the lack of accountability and transparency for the conduct of the Support Personnel who will be answerable only to the Minister

#### **Standardized School Plans**

- The TDSB appreciates the need for design standards and the related cost savings, however flexibility is needed for schools on small sites and in urban areas
- In many cases these schools are situated in highly constrained environments and require unique designs

- Flexibility is required to allow us to create innovative solutions like building new schools in mixed use developments

#### **Codes of Conduct and Integrity Commissioners**

- TDSB's own Code of Conduct already provides for the resolution of complaints about Trustees through an Integrity Commissioner – glad to see this model put in place for all school boards
- Concerned about the change that would see staff, particularly Directors, involved in the decision-making process

#### **Collaboration with Municipality**

- Supportive of changes that will encourage early collaboration with local municipalities as schools must be considered in the first stages of any planning process – schools are an integral and essential component of complete communities
- Access to green space is critical for schools – for urban schools it is hard for school boards to get exclusive use of green space during the school day – would appreciate the Province's assistance in supporting the shared use of City parks in these circumstances

#### **Joint Sites**

- Supportive of joint use schools – we have many examples in place – we are working with coterminous boards on joint schools in emerging high-density communities
- A challenge is coterminous school boards' needs for new schools don't always align (they are not all experiencing pressures in the same areas) – would appreciate clarity on how misalignments between boards would be resolved
- For a joint use school, would like a consistent framework that directs how space such as classrooms can be reallocated if, for example, enrolment at one board increases

#### **Noteworthy Comment from the Standing Committee on Social Policy**

- There are French school boards that need properties now for existing pressures – there are some school boards that are not currently using properties for their own students but are keeping the properties to address a future pressure – these properties should be made available to the French school boards

#### **Changes to Bill 98 after Royal Assent on June 8, 2023**

- For the Early Childhood Educators Act, some changes were made to the Discipline Committee and complaints
- For the Ontario College of Teachers Act, some changes were made to the Discipline Committee

## Changes to the Education Act

### Disposition of Property

- Changed Minister may direct a school board to dispose of a property if it is  
“not needed to meet current or future pupil accommodation needs of the board” to  
“not needed to meet the board’s current pupil accommodation needs or its pupil accommodation needs for the **next 10 years**”
- Changed the Lieutenant Governor in Council may make regulations governing the circumstances for the disposition of property when it is  
“not needed to meet current or future pupil accommodation needs and authorizing the Minister to determine whether the circumstances exist” to  
“not needed to meet a board’s current pupil accommodation needs or its pupil accommodation needs for the **next 10 years** and authorizing the Minister to determine whether the circumstances exist”
- Our view is that 10 years is too short a period in which to consider a school board’s needs for property – city-building policies and plans look out over a much longer period – school boards are often working with municipalities and developers to secure properties that will become schools 10 to 30 years in the future

### Codes of Conduct and Integrity Commissioners

- Made changes to breaches of code of conduct for Trustees, investigations by Integrity Commissioners, appeals, and regulations that the Lieutenant Governor can make on Codes of Conduct

