



Trustee Code of Conduct

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Administrative Procedures

1. Responsibilities

- 1.1 Trustees shall comply with the Board's code of conduct and any applicable Board by-laws, resolutions, policies, and/or procedures.
- 1.2 When acting or holding themselves out as a member of the Board, trustees shall:
 - a. conduct themselves in a manner that would not discredit or compromise the integrity of the Board;
 - b. follow the Board's communication guidelines, protocols, policies, and/or bylaws; and
 - c. treat all persons equally without discrimination based on a person's race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability.
- 1.3 Trustees shall avoid any conflict of interest with respect to their fiduciary responsibility;
 - a. Trustees shall comply with the provisions of the Education Act, Municipal Conflict of Interest Act, Municipal Freedom of Information and Protection of Privacy Act, and any other relevant legislation.
 - b. The Municipal Conflict of Interest Act sets out three types of financial interest which must be declared by trustees. A conflict of interest arises where a trustee has a direct, indirect or deemed pecuniary interest that is before the Board of Trustees and that interest is not remote.
 - i. Direct Interest – a trustee would have a direct interest, where the trustee themselves stands to benefit or suffer financially by a decision of the Board;
 - ii. Indirect Interest – a trustee would have an indirect interest if the trustee is a shareholder, director or senior officer of a share or non-share corporation that has a pecuniary interest, or the member of a body that has a pecuniary interest, or is a partner or employee of a body that has a pecuniary interest;

- iii. Deemed Interest – a trustee would have deemed interest when the parent, spouse or child of the trustee, including daughter-in-law and/or son-in-law, has a direct or indirect pecuniary interest that is known to the trustee.
 - c. When a trustee identifies a direct, indirect or deemed conflict of interest in a matter and is present for a meeting of the Board or Committee of the Whole Board at which the matter is being discussed, the trustee must declare a conflict before any discussion of the matter begins. The trustee is required to take the following measures to recuse themselves:
 - i. Publicly declare the conflict of interest, state the general nature of the interest and have the declaration recorded in the minutes of the meeting;
 - ii. File a written statement of the interest and its general nature with the Secretary of the Board or Committee;
 - iii. The trustee will not vote on any question in respect to the matter;
 - iv. The trustee will not take part in any discussion of the matter;
 - v. The trustee will not attempt to influence the voting on any question related to the matter;
 - vi. In a closed session of a Committee or Board meeting, the trustee declaring the conflict should leave the meeting room for as long as the matter is discussed and the absence will be recorded in the minutes.
 - d. A registry will be kept on file in the Office of the Secretary of the Board containing the following information:
 - i. A copy of each conflict of interest declaration and each conflict of interest statement by a trustee;
 - ii. An excerpt from the minutes of the meeting where the declaration is made;
 - iii. The registry will be organized by date and will include all documents filed for each trustee who declares a conflict of interest;
 - iv. The registry will be kept in a publicly accessible file in the Office of the Secretary of the Board and can be accessed by any member of the public by visiting the Catholic Education Centre during regular office hours.
 - e. There must be no self-dealing or any conduct of private business or personal services between any trustee and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to 'inside' information.
 - f. Should a trustee be considered for employment or other financial benefit, they must temporarily withdraw from Board deliberation, voting and access to applicable Board information.
- 1.3 Trustee interaction with the public, media or other entities shall respect the roles of the Trustees Chair and Director.
- 1.4 Trustees shall respect the confidentiality appropriate to the issues of a sensitive nature, and/or discussions that take place in In-Camera/Private Sessions.



- 1.5 All members of the Board of Trustees must be physically present in the meeting room of the Board at every regular meeting of the Board and every regular meeting of a Committee of the Whole Board.
- 1.5.1 The Chair or, in their absence, the Vice Chair or Presiding Officer, shall be physically present in the meeting room of the Board for at least half of the meetings of the Board during each 12-month period.
- 1.5.2 Trustees may participate in a meeting of the Board or Committee of the Whole Board by electronic means instead of being physically present if the trustee submits such a request in writing to the Chair of the Board or, in their absence, the Vice Chair or Presiding Officer, and receives written approval before the meeting begins.
- 1.5.3 If the Chair of the Board is requesting approval to participate in a meeting of the Board or Committee of the Whole Board by electronic means, the Chair shall submit the request and reasons to the Vice Chair of the Board or Presiding Officer.
- 1.5.4 The Vice Chair or Presiding Officer shall not approve a request by the Chair to attend a meeting of the Board or Committee of the Whole Board by electronic means unless the Chair's designate will be physically present in the meeting room.
- 1.5.5 The Chair, Vice Chair, or Presiding Officer, as applicable, may approve a request for a trustee to attend a meeting of Board or Committee of the Whole Board by electronic means if they are satisfied that one or more of the following circumstances exist:
- a. The member's primary place of residence within the area of jurisdiction of the board is located 125 kilometers or more from the meeting location.
 - b. Weather conditions do not allow the member to travel to the meeting location safely.
 - c. The member cannot be physically present at a meeting due to health-related issues.
 - d. The member has a disability that makes it challenging to be physically present at a meeting.
 - e. The member cannot be physically present due to family responsibilities in respect of
 - i. the trustee's spouse;
 - ii. a parent, step-parent or foster parent of the trustee or the trustee's spouse;
 - iii. a child, step-child, foster child, or child who is under legal guardianship of the trustee or the trustee's spouse;
 - iv. a relative of the trustee who is dependent on the trustee for care or assistance; or
 - v. a person who is dependent on the trustee for care or assistance and who considers the trustee to be like a family member.
- 1.5.6 The Chair, Vice Chair, or Presiding Officer, as applicable, shall not approve a request by a trustee to attend a meeting of the Board or Committee of the



Whole Board by electronic means if approving the request would result in fewer than one member of the Board, in addition to the Chair or, in their absence, the Vice Chair or Presiding Officer, being physically present in the meeting room.

- 1.6 Trustees will keep the Chair of the Board and the Director of Education or their designate informed when responding to the concerns of the community.
- 1.7 A trustee may comment on, or disagree with, a decision taken by the Board. In expressing such a comment of disagreement, a trustee shall exercise caution and restraint in doing so, not make disparaging remarks about a trustee or staff, nor speculate on the motives of a trustee or staff.

2. Expectations

- 2.1 Trustees shall not use or permit the use of board resources for any purpose other than the business of the Board.
- 2.2 Trustees shall not attempt to exercise individual authority over the organization.
- 2.3 Trustees shall not disclose confidential information obtained or made available to them in their role as a trustee except as authorized by law or by the Board.
- 2.4 Trustees shall not disclose confidential information obtained or made available to them in their role as a trustee in a manner that would be detrimental to the interests of the Board or for the purpose of personal gain or for the gain of the trustee's parent, spouse or child.
- 2.5 Trustees will make no judgements of the Director of Education or staff performance except as that performance is assessed against explicit Board policies by the official process.
- 2.6 No trustee shall act as a spokesperson to the public on behalf of the Board unless authorized to do so under clause 218.4 (e) of the Act.
- 2.7 No trustee shall give notice of an alleged breach of the Code of Conduct under subsection 218.3 (1) of the Act if the allegation is frivolous or vexatious or the notice is given in bad faith.
- 2.8 No trustee shall engage in reprisal or threat of reprisal against,
 - a. A member who gave notice of an alleged breach of the Code of Conduct under subsection 218.3 (1) of the Act, or
 - b. Any person who provides information about the alleged breach to the integrity commissioner appointed under clause 218.3(3) (b) of the Act.
- 2.9 Trustees shall not accept a gift from any person, group, or entity that has dealings with the Board if a reasonable person might conclude that the gift could influence the member when performing their duties unless,
 - a. the gift is of nominal value,



- b. the gift is given as an expression of courtesy or hospitality; and/or
- c. accepting the gift is reasonable in the circumstances.

3. Disciplinary Measures

- 3.1 Any trustee who resists the rules of the Board, uses offensive language, disobeys the decision of the Chair/Acting Chair or the Board on points of order, or makes any disorderly noise or disturbance may be ordered by the Chair/Acting Chair to leave the remainder of the meeting (such a removal is recorded in the minutes of the meeting).
- 3.2 When appropriate, the Board may exercise its corporate authority over individual members accordingly:
 - a. The Board may, by special motion duly passed, declare the office of the Chair and/or Vice Chair to be vacant effective as of the date of passage of the resolution, where such person:
 - i. becomes disqualified as a trustee;
 - ii. deliberately breaches any relevant or Board policy; and/or
 - iii. acts in such a manner as to lose the confidence of the Board.

If such a resolution is passed, the Board shall, at the same meeting, elect a new Chair and/or Vice Chair respectively as the case may be.

- 3.3 The Board may, by special motion duly passed, remove a trustee from a Board committee. If such resolution is passed, the Board shall, at the same meeting, elect a new trustee to fill the vacancy on that committee.
- 3.4 The Board may, by special motion duly passed either in an open session or a committee of the whole in-camera session, censure a trustee for:
 - a. Breach of Board policy; and/or
 - b. Breach of any relevant legislation
- 3.5 The Board may, by special motion duly passed, either in an open session or a committee of the whole, in-camera session, direct that a trustee be prohibited from receiving specified materials of in-camera Board or committee meetings.
- 3.6 If a Trustee is absent without being authorized according to the terms of O. Reg. 313/24 (as set out in Sec. 8.9 of the Procedural By-Laws and Sec. 1.5 through 1.5.7 of the Trustee Code of Conduct) sanctions may be imposed, which may range from a formal warning up to and including the Trustee's removal from office, in cases of severe or repeated non-compliance. A sanction will not be imposed if the Board determines the contravention was trivial, occurred through inadvertence, or was an error in judgement made in good faith.

4. Additional Information

- 4.1 The St. Clair Catholic District School Board is committed to the principles of equity and inclusive education, consistent with our Catholic teachings, which value and promote human rights and social justice in all Board policies, programs, guidelines, operations and practices.

Definitions:

Board – In the context of ‘the corporate Board’ refers to the St. Clair Catholic District School Board, including Trustees and senior administration. In the context of ‘the Board of Trustees’ refers only to voting members, who are the elected or appointed Trustees of the Board.

Committee – Includes all ad hoc, legislative, or special committees duly constituted by the Board in accordance with this by-law.

Chair – Refers to the Chair of the Board or of a meeting (whichever the context implies).

Vice Chair – Refers to the Vice Chair of the Board or of a committee (whichever the context implies).

Member – Refers to a voting member of the Board (elected or appointed trustees); or a member of a committee (whichever the context implies).

Director – Refers to the Director of Education and Secretary of the Board.

In-Camera Meeting – Meetings held in closed or private session. Such meetings are restricted by legislation to legal, personnel or property matters only.

Vote – The indicated preference of a Trustee in favour of, in opposition to, or abstaining from the question.

Resolution – (i) A motion having been duly passed by Trustees becomes a resolution of the Board; (ii) as a matter of formality, a motion may be made in the form of a resolution, which is always submitted in writing. Such a resolution is usually a public statement of the Board, which calls for some type of action, recognition or censure.

Conflict of Interest –The *Municipal Conflict of Interest Act* sets out three types of financial interest which must be declared by trustees. A conflict of interest arises where a trustee has a direct, indirect or deemed pecuniary interest that is before the Board of Trustees and that interest is not remote.

- a. Direct Interest – a trustee would have a direct interest, where the trustee stands to benefit or suffer financially by a decision of the Board;
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- c. Deemed Interest – a trustee would have deemed interest when the parent, spouse or child of the trustee, including daughter-in-law and/or son-in-law, has a direct or indirect pecuniary interest that is known to the trustee.

Pecuniary Interest – An interest in a matter that could monetarily affect the trustee, and includes direct, indirect or deemed pecuniary interest.



Self-Dealing – The conduct of a trustee that consists of taking advantage of their position in a transaction and acting for their own interests rather than for the interests of the public they represent as a member of the Board.

References:

Modernizing Ontario’s Municipal Legislative Act

Education Act

Municipal Conflict of Interest Act

Municipal Freedom of Information and Protection of Privacy Act

O. Reg. 313/24