



**TORONTO CATHOLIC DISTRICT
SCHOOL BOARD**

Staff Arts Constitution

Revised 2025

ARTICLE 1: PURPOSE

- a) The purpose of *TCDSB Staff Arts* is to promote the Arts and Arts Education by providing performance and related production opportunities to all current staff and retirees of the Toronto Catholic District School Board.
- b) *Staff Arts* will endeavor to present the following productions annually:
- Choir** - early December
- Comedy/Drama** - (options) early November, end of February, early March
- Musical** – (options) April, end of May, early June
- c) From time-to-time *Staff Arts* may present an additional or alternate artistic activity in Music, Visual Arts, Dance or Drama.

ARTICLE 2: ORGANIZATION

- a) Governance for *Staff Arts* will be the responsibility of a Board of Directors, comprised of the following members:
- Chair
 - Vice Chair
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - Counsellors (8 maximum)
- b) All Board members should be current or retired employees of the TCDSB. With majority approval of the Board, a non-TCDSB employee may be invited to sit on the Board. To the extent possible, the majority of Board members should be current TCDSB employees.
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- c) The Chair, the Vice Chair, the President and the Vice-President form an *Executive Committee*. The function of the Executive Committee is to consider matters of a very personal and sensitive nature or requiring immediate action, and to make decisions and take action as required. Such decisions and actions will be reported to the whole Board.

ARTICLE 3: TERMS OF OFFICE

The term of office for all members of the Board, including the Chair, Vice Chair, President and Vice-President shall be three years, which may be repeated.

ARTICLE 4: ELECTIONS AND APPOINTMENTS:

- a) Eleven members of the Board shall be appointed by the existing Board for a period of three years. The Board shall take into consideration the experience of potential members, their willingness to actively participate on the Board. The Board shall consist of a maximum of 14 and a minimum of 10 members. A maximum of 11 of these members shall be appointed by the existing Board for a period of three years; a minimum of 3 members shall be elected (see 4.b.). For appointees the Board shall take into consideration the experience of potential members, their willingness to actively participate on the Board, including as a member of an Administrative Team, and the overall balance of current and retired and non-TCDSB employees.
- The appointments shall take place in November every third year beginning in 2019 or, if the Board so determines, as vacancies occur.
- b) Three members of the Board shall be elected at an Annual General Meeting (AGM) in November of every third year beginning in November 2019. To be eligible for election, the candidate must:
- be an eligible voter (see Appendix B re. voter eligibility and registration)
 - complete and submit a nomination form prior to the date of the AGM,
 - be elected by eligible registered voters attending the AGM,
 - agree to serve on the Board for a minimum of three years,
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- agree to attend meetings of the Board,
 - agree to actively participate on one or more of the Administrative Teams
 - disclose any potential conflict of interest which may interfere with or affect their service to Staff Arts and the Staff Arts Board.
- c) Eligible voters must meet the terms and criteria set out in Appendix B of this Constitution.
- d) Unsuccessful candidates may be eligible for appointment to the Board.
- e) Members leaving prior to the completion of their three-year term may be replaced for the duration of their term by appointment by the Board.
- f) *Executive Committee* members (the Chair, Vice-Chair, President and Vice-President), will be appointed by the Board for three-year terms beginning in January 2020 which may be repeated.
- g) Eligible candidates for the *Executive Committee* must be current members of the Board. Candidates for the position of Chair and President must have served as Board members for a minimum of three years prior to their appointment.
- h) The Treasurer and Secretary will be appointed by the Board for three year terms beginning January 2020 and must be current Board members.

ARTICLE 5.1: RESPONSIBILITIES OF BOARD OF DIRECTORS

- a) To be responsible for, and have final authority over, all matters pertaining to Staff Arts.
- b) To select producers and directors for all Staff Arts productions.
- c) To maintain confidentiality as required.
- d) To perform such duties as described under Articles 6 and 7 of this Constitution.
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- e) To avoid or correct any action or behavior which may constitute a conflict of interest with their responsibilities and duties as a member of the Board of Directors or call into question the integrity of TCDSB Staff Arts or its Board of Directors.
- f) To meet as required, but not less than five times per year. The agenda outline for these meetings is included in Appendix A. Items requiring decisions for the five mandatory meetings shall be as follows:

September

- Prepare a slate of potential appointments to vacant Board of Directors and/or heads of Administrative Team positions
- Review and/or update plans for current season
- Plan the AGM for the upcoming November
- Treasurer's report
- Update budgets for each production

November: Annual General Meeting

- Elect three members to the Board of Directors (according to 3 year cycle)
- Appoint members to vacant Board of Directors and/or heads of Administrative Team positions (according to a 3 year cycle)
- Annual review of Constitution
- Review and/or update plans for current season
- Treasurer's report
- Review budgets for each production

January

- Appointment of the Executive Committee and Treasurer and Secretary by the Board of Directors (according to a 3-year cycle).
 - Review Choir Concert event and propose plans for next season. (Plans to include director(s), producer(s), performance dates, locations, ticket prices, budget)
 - Update plans for current season
 - Treasurer's Report
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April

- Appoint members to vacant Board of Directors
- Review comedy/drama and propose any additional plans for the following season (Plans to include director, performance dates, locations, ticket prices, budget)
- Propose plans for next season's Musical (Plans to include director, producer, performance dates, locations, ticket prices, budget, titles)
- Treasurer's Report and review of Comedy budget

June

- Approve plans for next season's productions
- Set dates for interviews for Choir and Comedy/Drama directors and Musical director(s).
- Treasurer's Report and review of Musical budget

ARTICLE 5.2: REMOVAL FROM THE BOARD OF DIRECTORS

Any member of the Board found to be in contravention of the responsibilities listed under Article 5.1 without reasonable cause or explanation and who has been given a reasonable opportunity to correct that contravention may be asked by the Chair to step down or may be subject to dismissal from the Board on a 2/3 vote of all of the Board members.

ARTICLE 6: DUTIES OF THE BOARD OF DIRECTORS

CHAIR

- Member of the Executive Committee
 - Acts as spokesperson for Staff Arts
 - Calls meetings as required and sets the agenda(s)
 - Has cheque and contract signing authority
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VICE CHAIR

- Member of the Executive Committee
- Performs duties of the Chair in the absence of the chair
- Assists Chair and performs duties as assigned by the Chair

PRESIDENT

- Member of the Executive Committee
- Responsible for rights, royalties, and rentals
- Has cheque and contract signing authority

VICE PRESIDENT

- Member of the Executive Committee
- Performs duties of the President in the absence of the President
- Assists President and performs duties as assigned by the President

SECRETARY

- Records and distributes minutes of all meetings
- Manages correspondence as required
- Informs Board of Directors of meetings
- Publishes meeting agenda prior to meeting date
- Communicates information as needed to executive members
- Sends out and collects nominations for Barry Diemert Award and forwards nominations to selection committee

TREASURER

- Maintains all financial records
 - Reports financial statements at Board meetings
 - Has cheque signing authority
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COUNSELLORS

- Attend board meetings
- Provide an expertise and perspective that will enhance the concept and development of Staff Arts
- Responsible for Administrative Teams as required, and report to Board.

ARTICLE 7: ADMINISTRATIVE TEAMS

To assist the Board of Directors of *Staff Arts* there will also be Administrative teams, managed by the Board Counsellors, responsible for the following day-to-day operations:

a) Marketing

- Publicity, advertising, program – flyers, brochures
- Mailing lists
- Guest letters as directed by the Board of Directors
- Social media
- Website
- Building community relations

b) Box Office

- Tickets
- Dress Rehearsal
- Staffing: Box Office, House Managers, Ushers, Concessions

c) Accommodation

- Permits
- Facilities

d) Materials Management

- Storage, recording and tracking of props, scenery, costumes, make-up, music, scripts, refreshment carts, fridge, water cooler, sound equipment, light equipment and all other assets of Staff Arts.
 - Transportation
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e) Archives

- Keeping history of *Staff Arts*, videos, photos, recordings, programs, posters.

f) Fundraising

- Generating sponsorships, program advertising, donations, and providing appropriate invoices and letters of thanks

g) Professional Development

- Organization, design, delivery of professional development opportunities for members of Staff Arts including workshops, resources and recruitment.
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Appendix A

TCSB STAFF ARTS

AGENDA

DATE: _____

1. Prayer
 Apologies
 Memorials
 2. Approval of Agenda
 3. Review and Approval of minutes of previous meeting
 4. Presentations
 5. Communications/Reports
 6. Inquiries/Miscellaneous
 7. Next meeting
 8. Adjournment
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Appendix B

VOTER ELIGIBILITY AND REGISTRATION

To be considered an eligible voter in TCDSB Staff Arts Board elections, a person must register to vote in September, October or November in the year of the Annual General Meeting in which the elections are to take place. He/she must complete a registration form and qualify under one (1) or more of the three (3) active member categories and under one (1) or more of the five (5) capacity categories.

MEMBER CATEGORIES:

1. CURRENT ACTIVE MEMBER: Has participated in some capacity* in at least one (1) Staff Arts sponsored activity, live or virtual, in the most recent school year (September to June) in which that activity occurred. These activities could include: a) Choir/Concert, b) Comedy/Drama, c) Musical, d) Workshop.
 2. RECENT ACTIVE MEMBER: Has participated in some capacity* in at least two (2) Staff Arts sponsored activities, live or virtual, in the most recent three (3) school years (September to June) in which that activity occurred. These activities could include: a) Choir/Concert, b) Comedy/Drama, c) Musical, d) Workshop.
 3. LONG-TERM ACTIVE MEMBER: Has participated in some capacity* in at least five (5) Staff Arts sponsored activities, live or virtual, at least one (1) within the most recent five (5) school years (September to June) in which that activity occurred. These activities could include: a) Choir/Concert, b) Comedy/Drama, c) Musical, d) Workshop.
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*** CAPACITY CATEGORIES:**

1. Performance
2. Performance Production: Director, Assistant Director, Musical Director, Assistant Musical Director, Accompanist, Choreographer, Assistant Choreographer, Producer, Assistant Producer, Stage Manager, Assistant Stage Manager, Stage Crew, Musical Conductor, Vocal Coaches, Musicians
3. Technical Production: Set Design, Set Construction, Set Painting, Costume Design/Coordination/Production, Properties Management, Make-up Coordination/Assistance, Sound & Lighting Crew
4. Administration: Publicity Management, Box Office Management, House Manager, Webmaster, Poster & Program Design, Board member.
5. Professional Development: Workshop design, organization or delivery.

APPEAL:

Anyone wishing to be considered as a member of Staff Arts for purposes of voting or standing as a candidate and does not meet the requirements of Member Category A, B, C or Capacity Categories 1-5 may request special consideration by the Board through the Chair and include a rationale. Such appeals will be considered on an individual basis.

Appendix C

CONFLICT OF INTEREST

Background

1. The current Constitution, Article 5.1(e) guards against Conflict of Interest. The purpose of this Appendix C is to provide clarity on the definition of and identification of and response to Conflict of Interest.
2. These terms align with those of the TCDSB Board of Trustees to the extent that they are comparable. [reference: *TCDSB Trustee Code of Conduct, 2010, Regulation 1, "Avoidance of Conflict of Interest"; TCDSB Policies and Procedures, Policy Register, "T.01, Conflict of Interest, Trustees", 2002*].

Definition & Identification

- A. A situation may constitute a conflict-of-interest when an individual's personal situation may influence or compromise their judgments, decisions or actions or create a bias.
- B. A conflict of interest occurs if, within a particular decision-making context, an individual is subject to two co-existing interests that are in direct conflict with each other.
- C. "Disqualifying Interest": This occurs when, due to a member's relationship with other persons or bodies associated with a particular matter, a reasonable person would believe that member could not impartially participate in a decision-making process related to the matter.
- D. A "disqualifying interest" may be a personal, direct, indirect or pecuniary interest in the matter. "Indirect" may be the interest of a friend, partner or family relation.
- E. A "disqualifying interest" could be "non-disqualifying" if:
 - a) The person involved is transparent in identifying a possible conflict of interest,
 - b) The person involved clarifies why they are not prevented from being impartial.

Guiding Principles

- A. Appearance is potentially as important as reality.
 - B. One must avoid putting themselves in a situation in which their personal interests may actually or potentially conflict with the interest of the Staff Arts.
 - C. One must always act in the best interest of Staff Arts.
 - D. One must always act with personal integrity, honesty and ethics
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Implementation & Response

- A. An individual cannot decide for themselves if they have a conflict of interest; they are not objective. They cannot make a fair decision because they will be affected by the results.
- B. Transparency is important. One should also pro-actively disclose rather than being found out. The true test of verifying whether an activity is potentially perceived or actual conflict is disclosure. When in doubt, one must ask.
- C. The recommended implementation plan is to: Disclose, Discuss, Deal with, Document.
- D. The recommended responses to an identified and confirmed conflict of interest:
 - a) Have the party recuse themselves from particular decisions, discussions or votes at board meetings.
 - b) Have the party cease the conflicting behaviour or situation.
 - c) Create a strategy to manage the conflict.
 - d) Invoke Article 5.2: Removal From the Board of Directors.
- E. “Challenges”. The recommended responses to a challenge to the findings are:
 - a) Identify and appoint an independent, experienced, mutually agreed upon third party, possibly from the TCDSB, to review the situation and findings.
 - b) Have Board members vote and record the vote as a precedent.

Potential examples of Conflicts of Interest

- a) Voting to select a play in which one or a friend is assured a role.
 - b) Hiring for payment a relative or friend to undertake work for the play.
 - c) Being a decision maker in an alternate theatre company vying for dates, actors, materials, plays.
 - d) Involvement in a body or with outside persons which conflicts with one’s ability to diligently carry out their duties as a Board member.
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