

	<b>School Policy:</b>	<b>Board Governance</b>
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## OVERVIEW

The Board of Governors (the “Board”) of Strathcona-Tweedsmuir School (“STS”, the “School” or the “Society”) is respectful of the legislative authority granted to it as a not-for-profit educational organization and is committed, through its membership, structure, and processes, to advance the School’s mission, vision, and long-term viability.

The Board accepts responsibility for all aspects of the organization, including overseeing its operations and holding the Head of School accountable for delivering on the mission of the School. Further, the Board recognizes its unwavering obligation to make decisions that are in the School’s best interests.

The Board recognizes that it holds the responsibility for appropriate fiscal management by ensuring:

1. that short and long-term financial jeopardy is avoided;
2. that budget-planning assumptions are established;
3. that expenditures from reserve funds are pre-approved as are transfers between operating reserves, capital reserves, and committed operating surplus; and
4. that financial and accounting best practices are adhered to.

At the same time, the Board recognizes that it must also engage effectively in strategic decision-making and generative governance practices to achieve its desired organizational outcomes.

The Board, as the governing body of the School, and each of the Board’s Governors, recognizes and is committed to a *duty of care* to the School (that is, acting with the competence and diligence that a reasonably prudent person with similar knowledge and expertise would exercise in comparable situations) and to a *duty of loyalty* to the School (that is, acting honestly and in good faith in the best interests of the School).

The Board acknowledges and supports the School’s relationship with employees, volunteers, delegates, students, and third-party service providers is founded upon trust and commitment to the Board’s mission and activities. Individual Governors must therefore remain cognizant of the fundamental Board principles outlined above, in particular, those of neutrality and impartiality. Governors must refrain from undertaking any activities that are perceived to be or are in Conflict of Interest with the governing body’s mission or activities (*see Code of Conduct*).

Recognizing that good governance is the key to the success of the School’s operation, the Board consistently endeavors to govern through policy leadership, which includes not only Board Governance Policy development and approval, but also the ongoing monitoring and evaluation of policy implementation, thus supporting the Board’s efforts in ensuring the sustainability and continuing growth of the School.

The Board also recognizes that its role is to establish and maintain effective governance and to provide strategic guidance and financial and operational oversight, not to engage in the management of the operations of the School.

The Head of School has executive and administrative authority and responsibility for the day-to-day operations of the School, and the implementation of all School policies and procedures mandated by the Board.

## DEFINITIONS

In this Board Governance Policy, the following terms have the following meanings:

- a) **Annual General Meeting (AGM)** – means the Annual General Meeting of the Society;
- b) **By-laws** – means the By-laws of the School from time to time in force and effect;
- c) **Chairperson** – means the chairperson of the Board;
- d) **Conflict of Interest** - means any situation in which a Governor is in a position, either real or perceived, to exercise significant influence over another and to derive unwarranted benefit from actions made in their official capacity (*see Code of Conduct*);
- e) **Generative Leadership**– means consideration of the underlying meaning or long-term implications of an issue. In its generative mode, the Board’s central purpose is to be a source of leadership for the School by discerning challenges and opportunities; and probing assumptions, logic and the values behind strategies;
- f) **Governance** – means the process by which the School assures outcomes and includes the actions undertaken by the Board to establish and implement policy;
- g) **Governor** – means a Director of the School;
- h) **Head of School** – means the Head of School of Strathcona-Tweedsmuir School;
- i) **Fiduciary Leadership** – means the exercise of legal responsibilities of oversight and stewardship including the responsible allocation and management of financial resources;
- j) **Member** – means a Parent or legal guardian of a student registered in the School;
- k) **Parent** – means any individual who meets the definition as set out in the *Education Act* S.1(2);
- l) **Representative of the Board** – means an individual that may be identified and authorized from time to time by the Board to carry out specific functions related to certain matters (reviews, investigations, etc.) not delegated to the school administration;
- m) **School Community** – means the parents, students, staff, Board members, and others most invested in the success and well-being of the School;
- n) **Secretary** – means a qualified individual, appointed by the Board, that is responsible for giving or causing to be given notices for all meetings of the Board and preparing minutes of meetings of the Board and meetings of Members;
- o) **Senior Managers** – means those individuals filling senior management positions that have been identified by the Board within the School.

- p) **Stakeholders** – means representatives, students, parents, community members, partnering organizations or others who share a common interest in the School;
- q) **Strategic Leadership** – means decision-making about resources, programs, and services for education to reflect longstanding priorities and emerging trends and issues;
- r) **Teacher** – means an individual who is authorized, by an Alberta Teaching Certificate or Letter of Authority, to teach in an accredited private school;
- s) **Treasurer** – means a qualified individual, appointed by the Board, that is responsible for the supervision of the School’s financial affairs and who shall prepare and have custody of the School’s accounting records; and
- t) **Unprofessional Conduct** – means conduct of a Teacher that is inconsistent with the professional conduct requirements set out in the *Certification of Teachers and Teacher Leaders Regulation* and not in keeping with the interests of students, the public, or Teachers.

## PROCEDURES

Good governance is recognized as a critical function of student success and organizational goal achievement. Not-for-profit independent school boards must meet legal and fiscal accountability requirements and must also ensure the sustainability and continuing development of the schools and students they serve. A Board aspiring to “best practices” in governance attends to matters across a range of fiduciary leadership, strategic leadership, and generative leadership priorities, consistent with those identified below.

### Regarding Fiduciary Leadership, the Board shall:

1. Operate according to the By-laws as approved or amended annually at the AGMs and in accordance with the *Societies Act* or other legislated authority (see STS’s By-laws).
2. Ensure that the Board membership, the roles, and specific duties of the Chairperson and Governors, and the procedures for meetings of the Board are consistent with the applicable sections of the By-laws; and in a manner consistent with the By-laws, establish Board processes/guidelines for:
  - Selecting the critical role of Chairperson, (see *Board Nomination Policy*) who is to approve the agendas and facilitate meetings of the Board in accordance with the By-laws.
  - Establishing responsibilities of Board Governors;
  - Determining and defining the number and purpose of Board Committees necessary to fulfill Board functions; and
  - Ensure records of meetings, committee decisions, and outcomes, are communicated as appropriate to the nature of the decision.
3. Appoint a Secretary and Treasurer (who may be the same person) who is/are not the Chairperson.
4. Ensure, through delegation or otherwise through Board authorization, the appointment of an individual to act as the Head of School, and to ensure the individual is appropriately qualified under the *Certification of Teachers and Teacher Leaders Regulation* and is not a voting member of the Board”.
5. Ensure that persons employed in the School as Teachers meet the requirements for certification as identified in the *Certification of Teachers and Teacher Leaders Regulation*.

6. Appoint, as auditor, a professional accounting firm registered under the *Chartered Professional Accountants Act* and authorized to perform an audit engagement.
7. Annually approve and submit in the form prescribed and by the appropriate date, a(n):
  - Budget;
  - Audited Financial Statements;
  - Education Plan; and
  - Annual Education Results Report (AERR)
8. Identify and establish procedures for managing organizational risks (health and safety, cyber security, financial, legal, reputational):
  - Establish, keep in force and periodically review liability insurance and fidelity bond protection to ensure alignment with the *Private Schools Regulation*;
  - Establish a protocol aligned with the *Public Interest Disclosure (Whistleblower Protection) Act* (see STS's *Whistleblower Policy*) to facilitate the disclosure and investigation of significant and serious matters that employees believe to be unlawful, dangerous or injurious to the public interest; and
  - Ensure that the School's duty to disclose information under section 32 of the *Public Interest Disclosure Act* is undertaken when/if necessary and reported as a disclosure in the School's Annual Education Results Report (AERR).
9. Ensure that policies are in place to address the specific requirements of the *Education Act*, including:
  - Providing for a welcome, caring, respectful and safe learning environment (s. 33(1)(d) which addresses bullying behaviour (s. 33(2)) and contains a *code of conduct* (s. 33(3));
  - Supporting student organizations (ss. 35.1(1) to 35.1(5)); (see STS's *Mutual Respect Policy, Gender and Sexuality Alliance at STS Policy*);
  - Establishing a process for appeal of organizational decisions to the Board (ss. 42(1) to 42(2) and ss. 42(4) to 42(8)); and
  - Ensuring adherence to *Education Act* s. 218 (Duty to Report) regarding the Board's requirement to report to the Minister of Education the suspension, termination, resignation or retirement from employment of a Teacher where the suspension, termination, resignation or retirement results from conduct that brings into question the suitability of a Teacher to hold a certificate of qualification as a Teacher.
10. Ensure that policies and/or procedures are in place to address the specific requirements of Alberta Regulations and policies, including the *Private Schools Regulation*, the *Student Record Regulation*, the *Funding Manual for School Authorities in Alberta* and the *Guide for Private School Education Planning and Results Reporting*. Policies should include, but are not limited to: (all STS Policies are available by contacting the Head of School)
  - Supervision, Evaluation & Professional Growth of Teachers
  - Safety for Outdoor Education and Field Trips
  - A Health Protocol
  - Internal Controls
  - Roles and responsibilities of Senior Managers
  - Board Governance Policy, including Roles and Responsibilities of the Governing Body
  - Conflict of Interest
  - Matters Pertaining to the Compensation of Senior Managers

The Board shall further ensure that all of the above policies as outlined in section 10 & 22 of *The Private Schools Regulation* are made publicly available before the start of the school year.

11. Establish and communicate procedures regarding the resolution of disputes or concerns that may arise at the school level between or amongst students, parents or school staff, including any identified roles for the Board, or authorized Representative of the Board, in hearing unresolved student or staff complaints related to: (see Mutual Respect Policy, Workplace Violence Prevention Policy, Workplace Harassment Prevention Policy, Code of Conduct: Employees Policy, Code of Conduct: Students Policy, Student Misconduct Rules and Procedures Policy.)
  - Allegations of discrimination or harassment;
  - Allegations of Unprofessional Conduct and/or incompetent practice by Teachers or Teacher leaders; or
  - Any other matter identified by the Board.

**Regarding Strategic Leadership, the Board shall:**

12. Commit to the foundational purposes upon which the School is established and adhere in decision-making, as governance leaders, to the *School's mission, vision and values*, and *Flourish 2031, STS's 10-year Strategic Plan*.
13. Recognize that a paramount role of the Board of Governors is to provide strategic direction to the School and be collectively accountable for the results.
14. The Head of School shall acknowledge and communicate to the Members that the Board is accountable for, or has oversight of:
  - **Risk Mitigation & Management** by maintaining oversight and stewardship of best practices related to risk;
  - **Student Learning** by establishing the vision, mission, values, and beliefs; by participating in the development of, and approving, the Strategic Plan and Annual Education Results Report; and by establishing additional priorities and monitoring achievement;
  - **Fiscal Responsibility** by maintaining active involvement in annual budget development and approvals, regularly reviewing the school's financial position against budgets and forecasts; deliberating about and approving tuition, transportation, and supplemental fee structures; providing stewardship of audit processes and receiving audit reports annually; establishing financial priorities (including significant fundraising campaigns) and providing overall financial oversight; developing and maintaining a *Financial Accountability Policy*.
  - **Policy Development** by providing direction through the development of Board policies that are consistent with the vision, mission, values, goals, and priorities of the School, and consistently reviewing the impacts and outcomes associated with the implementation of these policies;
  - **Facility Modernization/Maintenance** by providing guidance to and oversight related to facility development and improvement; developing and approving strategies for facility modernization;
  - **Board Development** by ensuring, through such means as the development of an annual Work Plan, that the Board is collectively committed to professional learning as a Governance team; and

- **Stakeholder Engagement** by aligning with the School’s goals and vision to advocate for the School.
15. The Head of School shall communicate, via the Annual Education Results Report to the Members, that the Board is individually and collectively accountable to:
    - The stakeholders;
    - The Alberta Government through its representative, the Minister of Education; and
    - The Board as the governing body of the School.
  16. Expect all Governors to conduct themselves with a high level of integrity and in accordance with ethical standards in all applicable legislation (see *Code of Conduct*), including by:
    - Implementing and regularly reviewing accountability processes related to Board decision-making and financial management practices to ensure transparency, to ensure alignment with all relevant legislation and regulations, and to mitigate any potential risks related to Conflict of Interest;
    - Developing and implementing a Code of Conduct applicable to all Governors that is signed annually; and,
    - Ensuring the practices and actions of all Board Members are consistent with the mission, values, and goals of the School and with all related Board policies.
  17. Establish clear direction for the Head of School, recognizing the necessary delineation between the governance function of the Board and the executive/administrative functions of the Head of School (see *Head of School job description*).
  18. Articulate, in policies, the criteria and process(es) to be used in the selection of a Head of School whose qualifications are consistent with best practices in organizational leadership, with the mission, values and vision for the School, and with any related legislative requirements. This will include:
    - Delegating, in writing, the administrative authority of the Head of School and clarifying respective responsibilities and accountabilities;
    - Developing and approving processes for the evaluation of the Head of School that link to the Board’s position descriptions for the role, Board-approved leadership performance criteria, and a direct reference to the *Alberta Leadership Quality Standard*; and
    - Ensuring regular reviews of the compensation awarded to the Head of School, ensuring alignment with the *Private Schools Regulation* and the *Early Childhood Services Regulation*.

**Regarding Generative Leadership, the Board shall:**

19. Regularly review statements of the School’s mission, vision, and values, both at the Board level and also with the Members, to ensure alignment with strategic planning and School priorities.
20. Annually evaluate the Board’s effectiveness in achieving established priorities and desired results.
21. Prioritize time at Board meetings for, and commit to engaging in ongoing dialogue about, how the Board is meeting its strategic and fiduciary responsibilities.
22. Ensure the Head of School has oversight on all key messages, diversity statements, and is the only spokesperson and the single point of communication for the School.

23. Establish Board and school leadership succession plans to strengthen the likelihood of successful transitions when Board membership or school leadership changes.
24. Empower the Head of School to ensure that Parents have opportunities to be involved and engaged in supporting successful outcomes for their children and for the School.
25. Make informed decisions that consider school community values and represent the interests of the School.
26. Demonstrate, through the Head of School wherever possible, how feedback and input from the Members has been used to strengthen school programming and development.
27. Ensure that the Annual General Meeting is carefully planned to provide the Members with a comprehensive and transparent communication about the Board's work and about the success of the School.

### **Links**

- [Board of Governor's Code of Conduct](#)
- [Education Act](#)
- [Certification of Teachers and Teacher Leaders Regulation](#)
- [Societies Act](#)
- [By-laws](#)
- [Chartered Professional Accountants Act](#)
- [Public Interest Disclosure \(Whistleblower Protection\) Act](#)
- [Whistleblower Policy](#)
- [Public Interest Disclosure Act](#)
- [Annual Education Results Report \(AERR\)](#)
- [Private Schools Regulation](#)
- [Head of School job description](#)
- [Mutual Respect Policy](#)
- [Gender and Sexuality Alliance at STS Policy](#)
- [Mutual Respect Policy](#)
- [Workplace Violence Prevention Policy](#)
- [Workplace Harassment Prevention Policy](#)
- [Code of Conduct: Employees Policy](#)
- [Code of Conduct: Students Policy](#)
- [Student Misconduct Rules and Procedures Policy.](#)
- [School's mission, vision and values](#)
- [Flourish 2031, STS's 10-year Strategic Plan.](#)
- [Financial Accountability Policy](#)
- [Board Nomination Policy](#)