



POLICY TITLE:

Board Governance Policy

Initial Approval: September 7, 2024

Board Review: September 2026

BACKGROUND:

The Board of Independent School Authority Ltd is respectful of the legislative authority granted 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 COO, Executive Director and Head of Schools accountable for delivering on the mission of the organization. Further, the board recognizes its unwavering obligation to make decisions that are in the organization'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 a corporate entity, and each of the board directors, recognizes and is committed to a *duty of care* to the organization (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* (that is, acting honestly and in good faith in the best interests of the organization).

The Board acknowledges and supports that the employer 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 members must therefore remain cognizant of the fundamental board principles outlined above, in particular, those of neutrality and impartiality. Individuals 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.

Recognizing that good governance is the key to the success of the school operation, the Board consistently endeavors to govern through policy leadership, which includes not only 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.

Legal Reference

- Alberta Regulation (AR 84/2019) (Certification of Teachers and Teacher Leaders)
- Alberta Regulation (AR 126/2022) (Early Childhood Services)
- Alberta Regulation (AR 127/2022) (Private Schools)
- Companies Act (Part 9)
- Education Act
- Practice Review of Teachers and Teacher Leaders Regulation (AR 92/2019)
- Public Interest Disclosure (Whistleblower Protection) Act
- Societies Act

Definitions

- a. **Annual General Meeting (AGM)** - means the Annual General Meeting of the society or not-for-profit company;
- b. **Board** - means the board chair and board of directors, acting together as a corporate body, according to the bylaws of the organization, whose role is to provide governance leadership and to assure optimal outcomes for the learners and the communities they serve;
- c. **Bylaws** – means, in these procedures, the fundamental governing rules and regulations of the organization, as established under the *Societies Act* or through its registration as a non-profit company under Part 9 of the *Companies Act* or under the provisions of a special Act of the legislature. The bylaws state how the society is to be governed and how the powers of the society/not for profit are to be exercised;
- d. **COO/Executive Director/Head of School** – means an individual, who may or may not be the principal, that is employed by the board and authorized to provide overall administrative and operational leadership for the organization;

- e. **Conflict of Interest** - means, in these administrative procedures, any situation in which a board member 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;
- f. **Director** - means an individual member of the Board, appointed/elected at an Annual General Meeting in accordance with the terms set out in the society or not-for-profit company bylaws, whose role is to assist with the governance functions of the organization;
- g. **Governance** - means the process by which the organization assures outcomes and includes the actions undertaken by the board to establish and implement policy;
- h. **Generative Leadership in governance** - 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 organization by discerning challenges and opportunities; and probing assumptions, logic and the values behind strategies;
- i. **Fiduciary Leadership in governance** - means the exercise of legal responsibilities of oversight and stewardship including the responsible allocation and management of financial resources;
- j. **Parent** - means, for the purpose of this Procedure, any individual who meets the definition as set out in the *Education Act* S.1(2);
- k. **Principal** - means, in these procedures, an individual who is authorized through the Registrar and by an Alberta Leadership Certificate, letter of authority, or Temporary Leadership Certificate to provide educational leadership in an accredited private school;
- l. **Professional Competence** – means the professional practices of a teacher and/or teacher leader which are consistent with the professional practice standards required of teaching professionals in Alberta;
- m. **Representative of the board** - means, in these procedures, 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;
- n. **School Community** – means the parents, students, staff, board members and others most invested in the success and well-being of the school;
- o. **Secretary-Treasurer** – means, in these administrative procedures, a qualified individual, appointed by the board and authorized to carry out functions related to financial planning, reporting and accountability;
- p. **Senior Manager** – **Senior management employee/contractor** means an individual employed/engaged by the operator of a funded private school to plan, direct or control the management, administration and operation of the funded private school, this includes a member of the governing body of the operator of a funded private school who is an employee of the operator.

- q. **Stakeholders** - means representatives, students, parents, community members, partnering organizations or others who share a common interest in the organization;
- r. **Strategic Leadership in Governance** - means decision-making about resources, programs and services for education to reflect long standing priorities and emerging trends and issues;
- s. **Teacher** – means, in these procedures, an individual who is authorized, by an Alberta Teaching Certificate or letter of authority, to teach in an accredited private school;
- t. **Teacher-leader** – means, in these procedures, an individual that holds a Leadership Certificate and has authority to work as a Principal in an Alberta accredited private school; and
- u. **Unprofessional Conduct** – means conduct of a teacher or teacher leader 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, teachers or teacher leaders.

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 respective bylaws of the organization as approved or amended annually at the AGMs and in accordance with the *Societies Act*, *Companies Act* (s.9) or other legislated authority.
2. Engage in the management of the business and affairs of the society/non-profit company, and the operation of the society/non-profit company, while exercising its powers and duties in compliance with the bylaws of the organization, the *Societies Act/the Companies Act*, the *Education Act* and all other applicable laws of Alberta and Canada.
3. Ensure that the Board membership, the roles and specific duties of the chair and directors and the procedures for meetings of the Board are consistent with the applicable sections of the society/company bylaws.

4. Appoint a secretary and treasurer or secretary-treasurer who is not the chair/president of the board.
5. Ensure, through delegation to the CEO or otherwise through board authorization, the appointment of an individual to act as the principal of the school, where the individual is appropriately qualified under the *Certification of Teachers and Teacher Leaders Regulation* and where the individual may not be the operator of the school or a voting member of the board of directors of the Society/not for profit Company operating the school.
6. Designate, in the case of a stand-alone private ECS Operation, a teacher certificated under the *Certification of Teachers and Teacher Leaders Regulation* to be responsible for evaluating teachers related to permanent certification.
7. Ensure that persons employed in the school as teachers or as teacher leaders meet the requirements for certification as identified in the *Certification of Teachers and Teacher Leaders Regulation*.
8. Appoint as auditor a professional accounting firm registered under the *Chartered Professional Accountants Act* and authorized to perform an audit engagement. ECS operators receiving grants of less than \$250,000 are exempt from audit requirements.
9. Annually approve and submit in the form prescribed and by the appropriate date, a(n):
 - Budget;
 - Audited Financial Statement;
 - Education Plan; and
 - Education Results Report
11. 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 *Early Childhood Services Regulation* and/or *Private Schools Regulation (AR 126/2022 and AR 127/2022)*;
 - Establish a protocol aligned with the *Public Interest Disclosure (Whistleblower Protection) Act* 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 organization'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.

12. 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 (*Education Act* 33(1)d) which addresses bullying behaviour 33(2) and contains a *code of conduct* 33(3);
- Supporting student organizations 35.1(1) to 35.1(5); and
- Establishing a process for appeal of organizational decisions to the board (42)(1) to 42(2) and 42(4) to 42(8);
- Ensuring adherence to *Education Act* s.218 (Duty to Report) regarding the board's requirement to report to the Minister 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.

13. 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 *Early Childhood Services 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:

- Applications for Registration (ECS Only)
- Assessment of Students (Schools)/Evaluation of Children (ECS)
- Supervision, Evaluation & Professional Growth of Teachers & Teacher Leaders
- 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 sections 10 & 22 of *The Private Schools Regulation (AR127/2022)* and in sections 5 & 18 of *The Early Childhood Services Regulation (AR126/2022)* are made publically available before the start of the school year.

14. 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:

- 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:

15. 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.
16. Recognize that a paramount role of the board of directors is to provide strategic direction to the organization and be collectively accountable for the results.
17. Acknowledge and communicate publicly to the organization membership that the board of directors is accountable for:
 - **Student Learning** – establishing the vision, mission, values, beliefs; participating in the development of, and approving, the strategic plan and results report; establishing additional priorities and monitoring achievement;
 - **Fiscal Responsibility** – 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** – providing overall direction through the development of governance policy, consistent with the vision, mission, values, goals and priorities of the organization, and consistently reviewing the impacts and outcomes associated with the implementation of these policies;
 - **Facility Modernization/Maintenance** – providing guidance to and oversight related to facility development and improvement; developing and approving strategies for facility modernization;
 - **Board Development** – ensuring, through such means as the development of an annual work plan, that the board of directors is collectively committed to professional learning as a governance team; and
 - **Political Advocacy/Stakeholder Engagement** – identifying and acting on advocacy goals of the Board; developing opportunities to engage with stakeholders of the organization.

18. In a manner consistent with the bylaws of the organization, establish Board processes/guidelines for:
 - Selecting the critical role of board chair;
 - Establishing responsibilities of board members; and
 - Determining and defining the number and purpose of board committees necessary to fulfill board functions.
19. Acknowledge and communicate publicly to the organization membership that the board of directors is individually and collectively accountable to:
 - Stakeholders;
 - The Alberta government through its representative, the Minister of Education; and
 - The Board as a corporate entity.
20. Expect all directors to conduct themselves with a high level of integrity and in accordance with ethical standards in all applicable legislation.
 - Implement and regularly review 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;
 - Develop and implement a code of conduct applicable to all directors; and
 - Ensure the practices and actions of all board members are consistent with the mission, values and goals of the organization and with all related board policies.
21. Approve agendas and facilitate meetings of the board in accordance with the bylaws of the organization.
 - Keep records of meetings, committee decisions and communicate outcomes as appropriate to the nature of the decision.
22. Establish clear corporate direction for the CEO/principal, recognizing the necessary delineation between the governance function of the board and the executive/administrative functions of the CEO/principal.
23. Articulate in policy the criteria and process(es) to be used in the selection of a CEO and/or a principal 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.
 - Delegate in writing the administrative authority of the CEO/principal and clarify respective responsibilities and accountabilities;
 - Develop and approve processes for the evaluation of the CEO/principal that link to the board's position descriptions for these roles, board approved leadership performance criteria and, with respect to the principal, a direct reference to the *Alberta Leadership Quality Standard*; and
 - Ensure regular review of the compensation awarded to the senior managers, ensuring alignment with regulations (AR126/2022) and

Regarding Generative Leadership, the Board should:

24. Regularly review statements of the school's mission, vision and values, both at the board level and also with the membership of the organization, to ensure alignment with strategic planning and school priorities.
25. Annually evaluate the board's effectiveness in achieving established priorities and desired results.
26. Prioritize time at board meetings and commit to engaging in ongoing dialogue about how the board is meeting its strategic and fiduciary responsibilities.
27. Provide advocacy for the school by:
 - Planning for advocacy including focus, key messages, relationships and expanded opportunities;
 - Engaging in public communications about the school, as appropriate, to promote a positive identity for the school; and
 - Promoting regular meetings and maintaining timely, frank and constructive communication with government, locally elected officials and collaborative organizations.
28. Provide the resources necessary to support leadership capacity building amongst teachers, school leaders and board members alike.
29. Establish board member and school leadership succession plans to strengthen the likelihood of successful transitions when board membership changes or when school leadership changes.
30. Ensure that parents of all students have opportunities to be involved and engaged in supporting successful outcomes for their children and for the school.
31. Develop and maintain multiple communication links with the school community.
32. Make informed decisions that consider school community values and represent the interests of the Society/not-for-profit Company.
33. Demonstrate wherever possible how feedback and input from society and/or not-for-profit company membership has been used to strengthen school programming and development.
34. Ensure that the Annual General Meeting of the Society/not-for-profit Company is carefully planned to provide the membership with a comprehensive and transparent communication about the board's work and about the success of the school.

References

- AISCA Policy Template - Financial Accountability
- CAIS Governance Guide (Effective Governance Practice for Independent School Boards, 2016)
- Governance for Not-for-Profit Organizations (Chartered Professional Accountants of Canada, 2014)
- Government of Alberta: Non Profit Governance – Board Development and Facilitation Services, Resources and other Supports to Help Organizations Improve their Services (<https://www.alberta.ca/non-profit-governance.aspx>)
- Professional Practice Standards for the Teaching Profession in Alberta - [Ministerial Orders \(#001/2020, #002/2020, #003/2020\)](#).