



DIRECTOR HANDBOOK

**Welcome to
Directorship!**

**Working together
to optimize student learning**

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SECTION 1: FOUNDATIONS AND PHILOSOPHY

1.1 Alberta's Charter School Initiative

Recognizing the need for educational alternatives or choice, on March 31, 1994, the Minister of Education introduced Bill 19, the School Amendment Act. This Act provided for the establishment of charter schools. On May 25, 1994, Bill 19 was proclaimed into law, making Alberta the first province in Canada to undertake such a bold initiative.

1.2 What is a Charter School?

A charter school is a public school which provides education in an innovative way. Each charter school is designed to implement innovations in the organization and delivery of education, which result in improvements in student learning.

Charter schools are public schools which:

- are operated by not-for-profit organizations.
- do not charge tuition.
- have been in existence for over a 15 years.
- are mandated to offer choice and innovation within public education.
- have no religious affiliation.
- are publicly funded, and operate independently from large public boards under provincial legislation, each school with its own Board of Directors.
- exist only in Alberta, with six schools in Calgary, one in Medicine Hat, five in Edmonton and one in the Grand Prairie area.
- experienced a 147% growth in enrolment between 2001 and 2008.
- enrolled approximately 7,100 students in 2008-09, with 5,665 in Calgary charter schools.
- frequently have significant wait lists of students.
- have enrolment caps specified in their Charters.
- may accept students with special needs.
- receive the same per student grants as other public schools.
- do not receive capital funding, as do other public schools, and therefore most often lease space from large public boards.
- operate under five-year, time-specific agreements with Alberta Education.
- are held to a high level of accountability through regularly scheduled external evaluations.
- teach the Alberta curriculum.
- are required by their charters to present a unique educational focus on teaching and/or curriculum.
- employ certified teachers, some of whom are members of the Alberta Teachers Association.

1.3 Our History

Foundations for the Future Charter Academy (FFCA) grew out of the deliberations and efforts of a handful of parents looking for more choice in public education. In September 1997, FFCA opened in its first location in the Baptist Leadership Training School (BLTS) in the Altadore area, with 224 students and 12 staff.

September 1998 saw our school split between two locations, BLTS and the old CCBE St. Joseph's Elementary in the north. In 1999, we were able to reconsolidate into one building again, the Dr.

Norman Bethune Campus in Acadia. This allowed us to grow to two classes each in Grades K-4, and 1 class each of Grades 5-9, with 368 students and 20 staff. The acquisition of the nearby Alice M. Curtis campus in September 2000 allowed for growth to 718 students. With only word of mouth advertising, the demand for student placement in FFCA was growing phenomenally, leading to the Board's decision to request additional school facilities.

In September 2002, we again doubled in size with the opening of two north elementary campuses: Renfrew (NE) and St. Lawrence (NW). Our student population grew to 1380 students, and our staff numbered 94, including teachers, administrators, and support staff.

Through the initial years, FFCA was administered by part-time Superintendents, (very) full-time school administrators, and a Board that maintained responsibilities in both governance and operations. In May, 2003, the Board hired FFCA's first full-time Superintendent, allowing them to refocus their energies on their governance responsibilities.

In September 2004, FFCA opened its first middle school, housed in the Andrew Davison campus. The following September, our fourth elementary campus opened in Southwood.

Up to this point FFCA had grown to encompass six campuses in the space of eight short years, and now had 170 staff. The student population had risen to 2,200 students, an increase of 982% from our first year. Throughout the latter half of this period, our wait list numbers ranged between 5,000 and 6,500 students.

In September 2008, a North Middle school was added in the St. Clement campus in Mayland Heights; bringing the total number of campuses to seven.

At the end of the 2008/2009 school year, an agreement was reached with the CBE to swap facilities and FFCA received the Greenview campus (designated the North Middle School) and the Ogden campus (designated the High School), while giving up the smaller Renfrew and Dr. Norman Bethune campuses. The St. Clement campus was repurposed as the new Northeast Elementary campus. At the start of the 2009-2010 school year, FFCA enrolled over 2700 students.

Growth of this magnitude is remarkable, but the real story is in the hard work, the dedication, the commitment, and the perseverance of our parents, our students, and our staff who supported FFCA through these changes. As our school enrolment has grown, so too have the quality, scope and number of educational programs offered by FFCA. The leadership demonstrated by our Superintendent and Administration team has resulted in impressive gains in student achievement under the guidance of a first-rate teaching staff.

It is the teamwork of the parents, students, staff and Board, guided by the values and principles promoted through FFCA's vision and mission, that will continue to allow us to grow in our second decade.

1.4 Vision And Mission Statements

Vision: "Excellence in student achievement and character development through distinctive teaching and learning."

Mission: "To provide a safe and caring environment where academic excellence, character development, parental involvement and staff leadership are valued and fostered."

1.5 Guiding Principles

FFCA fosters **strong, positive, respectful partnerships** among students, staff, parents and community. These relationships are characterized by trust, integrity, openness and collaboration, and exist to support learning for all stakeholders. FFCA encourages **leadership** among all stakeholders through shared decision-making.

FFCA strives for **excellence** in:

- academic development and independent learning.
- personal and character development.
- the development of outstanding staff.

FFCA creates a **caring and optimal learning environment** for students by:

- setting clearly-defined learning standards.
- building students' belief in their ability to learn.
- developing confidence through competence.
- fostering positive thinking and providing encouragement.
- optimizing learning time and student engagement.
- tailoring class size and composition to reflect the learning needs of students.

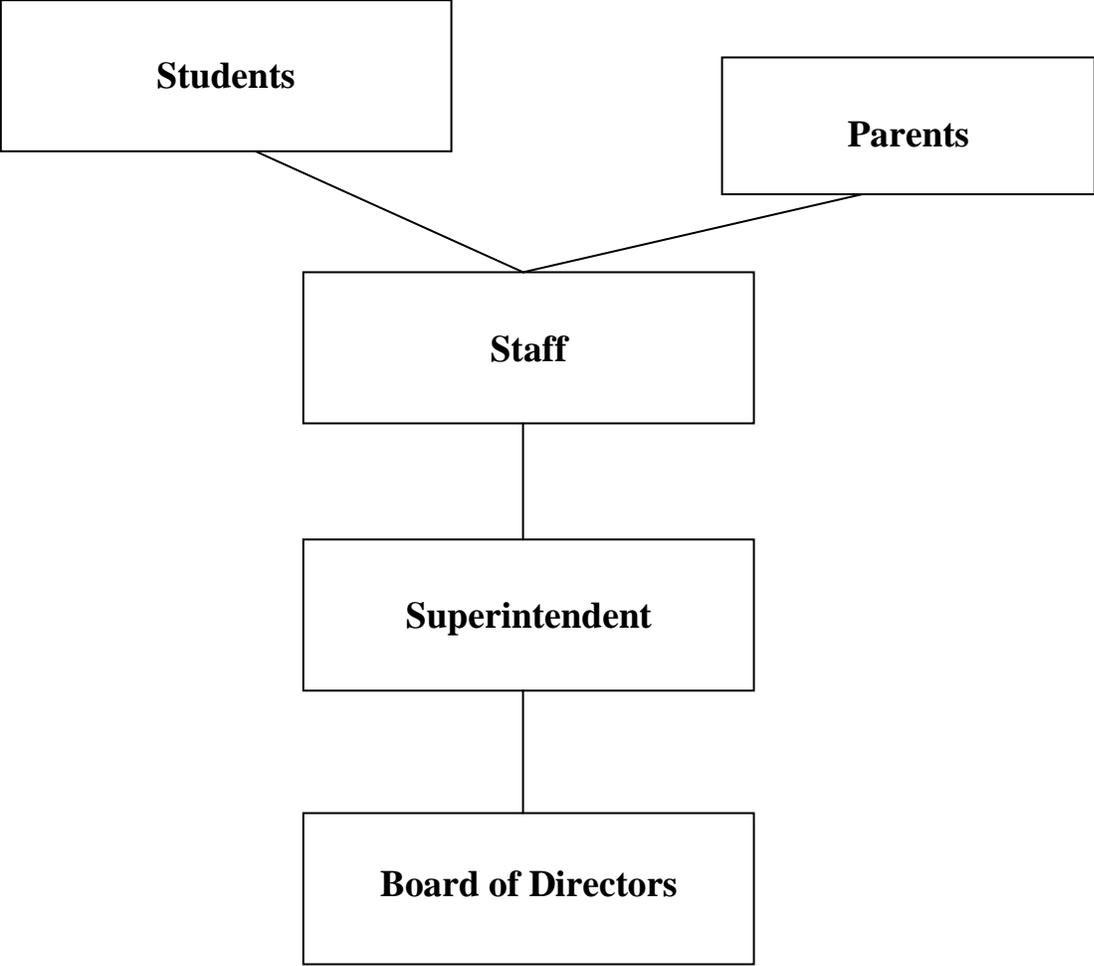
FFCA is “**one school**” on multiple campuses. We are coherent in our vision and unified in our practices, including:

- a common approach to instruction and classroom management.
- common core character virtues K-12 (respect, responsibility, integrity, self-discipline and compassion).
- cross-campus grade level and subject area collaboration.
- formal orientation, coaching and mentoring for teachers.
- use of subject specialists (e.g. Art, PE, Music, Spanish).
- parental commitment to a high level of involvement.
- wearing of student uniforms.

FFCA is purposeful and strategic in the selection and utilization of **teaching methods and resources**, including:

- Direct Instruction (explicit learning targets, continuous formative assessment, and sequential mastery learning).
- inquiry and cooperative learning.
- the infusion of creative and critical thinking.
- early literacy development (explicit phonics).
- integration of instructional technologies.
- homework that promotes the attainment of student learning targets.

1.6 Organization Chart



SECTION 2: BOARD GOVERNANCE

2.1 Board of Directors

2.1.1 Governance and the Work of the Board

The Board of Directors of Foundations for the Future Charter Academy is a GOVERNANCE Board. The responsibility for day-to-day OPERATIONS of FFCA is assigned to the Superintendent through Board policy.

Governance can be defined as the exercise of authority, direction, and control of an organization in order to ensure that its purpose is achieved and proper accounting is given for results.

Successful governance is as much attitude as it is action, though both are essential. Success depends on the right mix of Board skills, chemistry, and personal motivation. It depends on a common commitment to a cause – the organization’s mission and vision. It depends on a high degree of trust and teamwork within the Board, and between the Board and management.

The authority and responsibilities of the FFCA Board of Directors are defined within the following documents: the *School Act*, the *Societies Act*, the bylaws of Foundations for the Future Charter Academy, and policies established by the Board. The bylaws of FFCA determine the number of Board members, and set the parameters for the election of Directors to the Board, and the election of Board Officers.

The Board has five (5) primary areas of responsibility:

- The Board is committed to be **ambassadors** for quality student learning in Foundations for the Future Charter Academy by speaking with an informed voice and advocating for quality public education within the greater community.
- The Board’s **leadership** facilitates the setting of a clear sense of shared vision based on basic FFCA community values, beliefs and expectations. The goals, plans and policies of the Board will enable others to meet this common purpose.
- The Board will meet its responsibility as **legislative policy-maker**, and govern through dialogue with its external and internal publics.
- The Board, in support of quality student learning, will **foster innovation and change** through policy development, resource allocation, building relationships and sustaining initiatives.
- The Board will be publicly accountable by ensuring that appropriate systems of **evaluation and assessment** lead to continuous improvement.

2.1.1.1 Policy B-101 Roles and Responsibilities of the Charter Board

Category: School Board Governance & Operations

“POLICY

The Foundations for the Future (FFCA) Charter Board will hold itself responsible for:

- a. Governing the Foundations for the Future Charter Academy (FFCA) in support of the goals and obligations of the FFCA Charter School Society (the Society).*

- b. *Representing stakeholders in matters concerning the educational and operational goals, plans and directions of FFCA.*
- c. *Ensuring the mission and goals of FFCA are met and the philosophy of the FFCA is considered in all matters.*
- d. *Establishing, maintaining and monitoring policies concerning educational and associated services and programs provided by FFCA.*
- e. *Ensuring that the policies of the Charter Board and the practices of FFCA are consistent with relevant federal and provincial statutes, the Charter, the Board policies and contractual obligations.*
- f. *Monitoring, through the Superintendent, the general quality of student learning experiences and student achievement.*
- g. *Evaluating the levels of confidence and satisfaction held by parents and Charter Board members in the results achieved by the students of FFCA.*
- h. *Stewarding the physical assets of FFCA.*
- i. *Directing and monitoring the finances of FFCA.*
- j. *Helping to foster a positive and productive culture.*

BACKGROUND

The authority of the Charter Board is derived from the province, and the Charter Board is accountable to Alberta Education.

GUIDELINES

1. *To engage stakeholders in its decision-making processes, the Charter Board will collaborate with, consult with and inform parents, Society members, other governing bodies, and/or staff.*
2. *The Charter Board believes that, to govern effectively, its members will commit to thinking and acting in ways that are:*
 - *Realistic*
 - *Adaptable*
 - *Optimistic*
 - *Responsible*
 - *Accountable*
 - *Focused on the future.*
3. *The Charter Board believes that its values will be reflected in the ways in which it meets its responsibilities. Its values include:*
 - a. *Holding the interests of students as paramount.*
 - b. *Communicating openly, honestly and with a corporate voice.*
 - c. *Using decision-making processes of collaborating, consulting and informing in appropriate contexts.*
 - d. *Supporting, encouraging and recognizing the efforts undertaken by its staff.*
 - e. *Improving the governance of the Charter Board through organized learning activities.*

ADMINISTRATIVE PROCEDURES

1. *To meet its responsibilities, the Charter Board will:*
 - a. *Recruit, employ and review the performance of a superintendent.*
 - b. *Support student learning by speaking with an informed voice on behalf of public education.*
 - c. *Support FFCA speaking with an informed voice on the Charter School movement.*
 - d. *Establish a clear sense of vision and mission through consultation on the values and aspirations of stakeholders.*
 - e. *Establish Charter Board goals, plans and policies that enable others to meet these common purposes.*
 - f. *Develop policy, allocate resources, build relationships and sustain initiatives in a manner that supports innovation.*
 - g. *Assure the equitable distribution of human, material and fiscal resources.*

- h. Monitor the implementation of its policies, goals and plans.
 - i. Ensure that appropriate systems of evaluation and reporting exist.
 - j. Monitor, evaluate and report on its own performance.
2. The Charter Board will maintain, through the office of the Superintendent, a Director Handbook. It will describe the operational practices and procedures of the Charter Board. The Handbook will serve as a resource designed to facilitate the smooth operation of a governance board.”

2.1.1.2 Policy B-301 Policy Development

Category: School Board Governance & Operations

“POLICY

The Foundations for the Future Charter Academy (FFCA) Charter Board is responsible for the development of all FFCA policy. The Charter Board will ensure that the membership of FFCA and those affected by its policies will be provided the opportunity to review the policies during the Charter Board approval process.

BACKGROUND

Policies create the framework within which the organization operates. The Charter Board understands that its key responsibility is the development of policies which provide direction for the operation of the charter school. Further, the Charter Board believes that those affected by policies should be provided the opportunity to provide input to policy proposals through various channels of communication.

GUIDELINES

1. All policies will be reviewed on a five-year cycle basis.
2. The Charter Board may, at any time, authorize a review of existing policy.
3. The Charter Board may, at any time, authorize the drafting of amendments to existing policy.
4. The Charter Board may, at any time, authorize the drafting of new policy.
5. Stakeholders may, at any time, request through the Superintendent or Charter Board Chair that the Charter Board give consideration to the development of new policy.
6. The Charter Board may, at any time, suspend a policy.
7. The Charter Board may, under emergent circumstances, invoke a new policy without the customary three readings.
8. The Superintendent is responsible for the development of appropriate Practices and Procedures which are guided by Charter Board policy.
9. The Charter Board has the right to require amendments to Practices and Procedures if they do not conform to Charter Board policy.

ADMINISTRATIVE PROCEDURES

A. Review of Current Policies

1. In September of each school year, the Superintendent will advise the Charter Board, all campuses, and all departments of those policies that, pursuant to the five-year review cycle, are under review during the current school year.
2. Policies under review will be discussed by the FFCA Central Office Executive Team who shall:
 - 2.1 Recommend that the policy continue in force; or
 - 2.2 Recommend that the policy be deleted because it is redundant; or
 - 2.3 Recommend minor wording amendments which do not change the substance or intent of the policy; or
 - 2.4 Assign the policy to a member of the Central Office Executive Team for review when significant changes in substance or intent are necessary. In this case, procedures as outlined in Section B will be followed.

B. Policy Development and Policy Amendment

1. *Stakeholders affected by policy development or amendment will be advised of all changes and be provided opportunity for input.*
2. *The steps in policy development or amendment that will normally be followed are:*
 - 2.1 *Proposed policy or policy amendment will be developed under the direction of the Charter Board by a member of the Central Office Executive Team.*
 - 2.1.1 *The Central Office Executive Team member may meet with stakeholders as part of the development process.*
 - 2.2 *Proposed policy or policy amendment will be reviewed by the Central Office Executive Team.*
 - 2.3 *Proposed policy or policy amendment will then be referred to a Charter Board Committee prior to coming to the Charter Board for first reading.*
 - 2.4 *If accepted in principle by the Charter Board at first reading, the proposed policy or policy amendment will be referred to:*
 - 2.4.1 *Campus Administrators*
 - 2.4.2 *School Councils for feedback from parents*
 - 2.4.3 *Other groups and individuals as deemed necessary.*

Note: Comments and/or suggestions must be received by the Superintendent within 28 days of first reading.
3. *Comments and/or suggestions on a proposed policy or policy amendment will be submitted to the Superintendent and will be forwarded to the Central Office Executive Team for further discussion.*
 - 3.1 *Changes to any proposed policy or policy amendment arising from comments and/or suggestions will be recommended by the Central Office Executive Team. These alterations will be shared with the Charter Board at the time of second reading.*
4. *The proposed policy or policy amendments will then be recommended to the Charter Board for third reading (final approval).*
5. *If the proposed policy or policy amendment is not approved by the Charter Board, the Charter Board may:*
 - 5.1 *Approve the policy in its original form;*
 - 5.2 *Amend the policy and then move approval of the amended policy;*
 - 5.3 *Refer the policy to the Central Office Executive Team with instructions for reconsideration.*
 - 5.4 *Choose to do nothing.”*

2.1.2 Board Composition

The Board of Directors is comprised of up to seven (7) Directors of which a maximum of two (2) may be non-parents of FFCA students.

2.1.3 Elections

Directors are elected by the members of the Society through an electoral process established by the Board. Directors are elected for three-year synchronous terms, and elections are held every three years.

2.1.4 Officers of the Board

The Board will, by secret ballot at its annual organizational meeting, elect Directors to the positions of Chair, Vice-Chair, Secretary, and Treasurer. The term of these positions is one year. The responsibilities of these positions are established in Board policy.

2.1.4.1 Policy B-102 Role of the Charter Board Chair

Category: School Board Governance & Operations

“POLICY

The role of the Foundations for the Future Charter Academy (FFCA) Charter Board Chair is to:

- a. Ensure the integrity of the Charter Board’s operations.*
- b. Ensure that the conduct of the Charter Board is consistent with its own policies, bylaws and those requirements imposed on it by legislation.*
- c. Chair Charter Board meetings in accordance with the responsibilities and accountabilities outlined in the bylaws and Charter.*
- d. Ensure that decisions of the Charter Board pertain only to those matters which, according to Charter Board policy, are clearly governance related and will direct matters of an operational nature to administration.*
- e. Ensure that Charter Board discussions are timely, fair, orderly and thorough, but also efficient, limited to time, and to the point.*
- f. Ensure that good meeting processes, which support the thoughtful discussion of issues, are observed.*
- g. Act as official spokesperson for the Charter Board with the media and the public.*

GUIDELINES

- 1. The Charter Board Chair will have no authority or responsibility to supervise or direct the work of the Superintendent or staff members.*
- 2. In all matters pertaining to Charter Board business, the Charter Board Chair will act at the direction of the Charter Board.”*

2.1.4.2 Role of the Charter Board Vice-Chair: There is no Board Policy governing the role of the Vice-Chair. The following statement is taken from the FFCA Bylaws, Article VIII, Section 3:

“The Vice-Chairperson will have all the powers and perform all the duties of the Chairperson in the absence or disability of the Chairperson. The Vice-Chairperson will perform such other duties as from time-to-time may be assigned to him by the Chairperson or by the Board.”

2.1.4.3 Policy B-103 Duties of the Treasurer

Category: School Board Governance & Operations

“POLICY

The Treasurer shall oversee the financial affairs of Foundations for the Future Charter Academy (FFCA).

BACKGROUND

In accordance with the FFCA Bylaws, the Board must elect a Treasurer at its organizational meeting.

GUIDELINES

- 1. Given that FFCA employs a Secretary-Treasurer, the responsibilities of the Treasurer may be delegated to this individual.”*

2.1.4.4 Policy B-104 Duties of the Secretary

Category: School Board Governance & Operations

“POLICY

The Secretary of Foundations for the Future Charter Academy (FFCA) will be responsible to the Board for the integrity of all Board documents including the Charter, Bylaws, policies, minutes, correspondence, and reports.

BACKGROUND

In accordance with the FFCA Bylaws, the Charter Board must elect a Secretary at its organizational meeting.

GUIDELINES

1. *With the approval of the Charter Board, the duties of the Secretary may be delegated.*

ADMINISTRATIVE PROCEDURES

1. *The Secretary of the Board will attend all meetings of the Charter Board and cause Minutes to be kept, recording all the motions and votes undertaken during the meetings. The Secretary will ensure the minutes are available within fourteen (14) days after the Minutes of public meetings have been approved by the Board at their next scheduled meeting, and be posted on FFCA’s website.*
2. *The Secretary will see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, and will perform such other duties as may be assigned by the Chair or by the Charter Board.”*

2.1.5 Committees of the Board

Much of the work of the Board is assigned by the Board to committee. This allows the opportunity for in-depth work to be conducted at a grass roots level, while maximizing the effectiveness of Board meeting time. The Board has established three different types of committees: Committees of the Whole, Standing Committees, and, as necessary, *Ad Hoc* Committees.

Committees of the Whole are used in situations where all Directors would participate in specific detailed work.

Standing Committees are established to perform on-going regular work of the Board.

Ad Hoc Committees are time- and task-specific committees established as required.

The Board may choose, through a motion, to add or dissolve committees as required. Currently, the Board has two Committees of the Whole:

- **Finance**
 - Budget
 - Audits
- **Facilities**
 - Managed growth
 - Acquisition of buildings

and three Standing Committees, which provide leadership in the following areas:

- **Executive**
 - Board operations and coordination
 - Strategic planning
 - Policy review
 - Board succession

- **Human Resources**
 - Annual performance reviews of Board and Superintendent
 - Professional development for the Board and individual directors
 - Electoral process for directors

- **Community Relations**
 - Public relations/communications
 - Recognition and appreciation
 - Scholarship Fund

2.1.5.1 Committee Composition

The terms of reference will establish the composition of each committee based on the work to be performed. Membership of each committee may consist of Directors, the Superintendent (or designate as determined by the Superintendent), and Society members-at-large (except for Executive Committee).

2.1.5.2 Committee Responsibilities

Committees are charged with the responsibility of completing their work, as assigned by the Board, in a timely and thorough manner. Committees do not make decisions on behalf of the Board unless authorized to do so. They are required to complete their work and present their findings, along with recommendations, to the Board for decisions.

2.1.5.3 Committee Chairs

The Board will select, at its annual organizational meeting, a chair for each committee. The Chair's responsibilities include:

- setting meeting times and dates, and establishing agendas.
- ensuring that minutes are recorded and presented to the Board.
- holding committee members accountable for their work.
- maintaining communication with the Board Chair regarding the work of the committee.
- reporting the work of the committee to the Board and Society in the public Board meetings.
- developing and presenting an annual committee budget to the Executive Committee.

2.1.5.4 Committee Terms of Reference

The Board will, at its annual organizational meeting, review the terms of reference for each committee. The terms of reference will establish the outline and parameters for the work of each standing committee. These terms may be amended at any time, at the discretion of the Board.

Committees of the Whole

The Finance Committee will:

- review and make recommendations to the Board regarding the Annual and Capital Budgets.
- review and make recommendations to the Board regarding the Quarterly and Annual financial statements.
- review and make recommendations to the Board regarding the appointment of the Auditor.
- ensure that the Society has complied with both the internal policies and government regulations related to financial matters.
- review and make recommendations to the Board regarding financial requirements outside of the current budget or policies.
- explore and make recommendations to the Board regarding strategies for corporate fund development.

Committee membership: all Directors, Superintendent or designate, Secretary-Treasurer

The Facilities Committee will:

- determine long-range facility requirements and utilization through growth and enrollment projections.
- determine short-term facility requirements and applicability of new facilities.
- review and advocate major capital modernization initiatives.
- recommend and implement strategies and tactics to acquire appropriate facilities, including develop and review the three-year capital plan for submission to Alberta Education each spring.
- review other building needs as required.

Committee membership: All Directors, Superintendent or designate, Secretary-Treasurer

Standing Committees

The Executive Committee will:

- provide leadership and support to the Board.
- ensure that governance and operations function effectively together by establishing and maintaining a positive working relationship between the Board and Superintendent.
- provide a day-to-day communication link between the Board and Superintendent.
- develop agendas for all meetings of the Board.
- handle judiciously all communications with the Board.
- review with the Board the development of new, or revisions to existing, policies and by-laws.
- develop the Board's annual Government Relations initiative.
- oversee the work of all committees of the Board.

- represent the Board at meetings of TAAPCS.
- converse with potential Director candidates.

Committee membership: Board Chair, Vice-chair(s), Superintendent or designate

The Human Resources Committee will:

- facilitate the execution of annual performance reviews of the Board, Board Chair and Superintendent with recommended levels of annual involvement and input from different groups.
- Coordinate and support professional development for the Board and individual directors including identifying presentation themes, topics, guest speakers, literature and courses.
- Support the electoral process for directors by documenting Board requirements, developing recruiting strategies, and assisting to identify potential candidates that meet the requirements.

Committee membership: Board Chair and/or Vice-chair, Director (min. 1 additional), Superintendent or designate

The Community Relations Committee will:

- Be responsible for Board communications including the Board newsletter, Communication Plan, Media Relations Plan, Board online calendar, tracking/sharing media articles, maintenance of relevant sections of website (e.g. Board bios).
- Organize Board social events, including the Staff Appreciation event, Board/admin year-end event, and School Council recognition, as well as School Council meeting attendance
- Organize internal Board events, including Board Retreat logistics, team-building events, Christmas party and summer BBQ
- Create and execute a Fund Development Plan, which will include growth of the Pritchard-Poole Scholarship fund

Committee membership: 2 Directors (minimum), Superintendent or designate

2.2 Directors

The FFCA Board of Directors plays an integral role in the continued success and future of FFCA. It is imperative that Directors understand and fulfill their responsibilities in the performance of their Directorship.

2.2.1 Expectations

Throughout the term of Directorship, Board members will be expected to participate in a variety of Board, Society, and Campus functions:

- Directors are required to attend and participate in all scheduled meetings of the Board. In addition, they are required to attend the Annual General Meeting of the Society, Special Meetings of the Board, meetings of Committees of the Board of which they are members, the annual Board Retreat, and Board-hosted functions.
- Directors are invited to attend the monthly Administration Team (A-Team) meetings as observers, and are encouraged to attend a minimum of one A-Team meeting each school year.

- Directors are encouraged to attend a minimum of one School Council meeting each school year, in each campus not attended by their children. They are also encouraged to attend the annual fall “Meet and Greet” of the Association of School Councils (ASC).
- Directors are required to attend an annual Board tour of the FFCA campuses, as planned by the Board.
- Directors are encouraged to attend school campus functions at the invitation of campus administration.
- Directors are invited to attend other workshops, conventions, and retreats as authorized by the Board.
- Directors are encouraged to sit on at least one Standing Board Committee during the course of their term.
- Directors are invited to attend meetings of The Alberta Association of Public Charter Schools (TAAPCS).

The effectiveness and efficiency of Board work is often determined by the Directors’ ability to complete their “homework”. Directors are expected to come to meetings and functions prepared for the work at hand by reading and understanding the agendas, the supplemental reading materials, and the motions to be addressed. Directors are often requested to review drafts of policies, reports, and other Board documents, and provide feedback in advance of meetings.

2.2.2 Policy B-201 Charter Board Member Code of Conduct

Category: School Board Governance & Operations

“POLICY

Foundations for the Future Charter Academy (FFCA) Directors will maintain a standard of conduct commensurate with the responsibilities associated with being the elected representatives of Society members.

BACKGROUND

Director work will be professional, respectful and focused on the best interests of students.”

Administrative Procedure AP-B-201.1 Charter Board Member Code of Conduct

“BACKGROUND & RATIONALE

Director work with fellow Directors, staff members, parents, students, government officials, and all interested parties will be professional, respectful, and focused on the best interests of students.

PURPOSE & DEFINITION

It is important to be clear regarding expectations for Director decorum so that stakeholders know what to expect as they interact with FFCA elected officials.

ADMINISTRATIVE PROCEDURES

FFCA Charter Board members will:

1. *Recognize and respect each member of the school community.*
2. *Work with others in a spirit of harmony and cooperation.*
3. *Encourage and value diverse points of view.*
4. *Accept and support that the Board speaks through majority decisions.*
5. *Declare conflicts of interest when appropriate to do so.*
6. *Respect the confidential nature of information shared with the Board.*
7. *Understand that Directorship affords no additional rights or privileges to self or family.*
8. *Abide by the policies and administrative procedures of the Charter Board.*
9. *Concentrate on functions related to governing, and not on day-to-day operational activities.*

10. *Accept that when their actions are perceived to be in contravention of this Code of Conduct, the following process will be implemented:*
 - a. *Directors will resolve issues with other Directors one-on-one, being open, honest, and focused on solutions.*
 - b. *Failing resolution one-on-one, the issue will be brought to the Board Chair, the Executive Committee, and the Board in Closed Session. The Board may, as a result of its review, issue a letter of censure outlining specific expectations for resolution.*
 - c. *Failing satisfactory resolution, the Charter Board may ask for the resignation of a Director or Directors. In the event that the offending Director(s) is (are) unwilling to resign, the Chair may ask the Board to call a Special meeting of the Society to consider a Special Resolution to remove the Director(s) from office.”*

2.2.3 Policy B-401 Being Heard

Category: School Board Governance & Operations

“POLICY

Foundations for the Future Charter Academy (FFCA) will have procedures in place to facilitate open dialogue among stakeholders as the most effective way of resolving differences.

BACKGROUND

FFCA believes that student learning is best served through a partnership between the school, the home and the community, and values the input of students, parents and staff members.”

2.2.4 Insurance

FFCA carries Administrative Errors & Omissions insurance intended to protect directors against liability arising out of the decision-making process. The limit of coverage under this policy is \$2 million. As discussed in the section on Legal Responsibility and Liability, directors must conduct themselves in a manner that will not potentially forfeit coverage.

2.2.5 Policy B-701 Directors’ Honoraria

Category: School Board Governance and Operations

“POLICY

Foundations for the Future Charter Academy (FFCA) will recognize the contributions made by Directors through the provision of honoraria.

BACKGROUND

Directors on the FFCA Charter Board provide many hours of service in fulfilling their legislated responsibilities to govern the FFCA Charter School Society (the Society). Directorship carries with it a liability and accountability to both the Minister of Education and the Society members.”

Administrative Procedure AP-D-101.1 Financial Management Section 6 Directors’ Honoraria

BACKGROUND & RATIONALE

Directors on the FFCA Charter Board provide many hours of service in fulfilling their legislated responsibilities to govern the FFCA Charter School Society (the Society). Directorship carries with it a liability and accountability to both the Minister of Education and the Society members.

PROCEDURES

1. For time spent attending to Charter Board-directed business, Directors will receive honoraria based on the following table and terms:

| Honorarium Schedule (Effective June 7, 2012) | |
|---|---|
| Per Diem Honorarium | \$75 for a meeting (of up to 4 hours) |
| | \$150 for a full day meeting (of more than 4 hours) |
| Chairman's Honorarium | \$4,500 per year |
| Vice-Chair's Honorarium | \$2,250 per year |

2. Directors will receive honoraria for attendance at the following Charter Board-directed activities:
 - a. Regular and special meetings of the Charter Board
 - b. Committee meetings of the Charter Board
 - c. Meetings with staff and tours of facilities
 - d. Workshops, conventions and retreats
 - e. School Council meetings
 - f. Other Charter Board-directed meetings and activities as necessary
3. Directors will group meeting hours into ½ or full day units.
4. Payment of honoraria will be made monthly following submission and approval of the appropriate forms.
5. For the purpose of the Income Tax Act, honoraria paid to Directors will be included in the computation of Directors' taxable income.

2.2.6 Administrative Procedure AP-D-101.1 Financial Management Section 5 Expense Reimbursement

"BACKGROUND & RATIONALE

To enable Board Directors and employees to attend authorized business and professional development activities, the Administration will annually review and authorize expense reimbursement rates. Directors and employees will make reasonable efforts to minimize expenses incurred while conducting FFCA business.

Review and approval of expense reimbursement claims is delegated as follows:

- the Board Chair: the Superintendent and Directors
- the Superintendent: Principal Educators and Secretary-Treasurer
- the Secretary-Treasurer: Board Chair and Central Office employee
- Campus Principal Educators: campus-based employees

The Secretary Treasurer shall be responsible for the reimbursement of claims.

PROCEDURES

1. FFCA will reimburse Directors and employees for fair and reasonable travel expenses incurred while on school business.
2. Reimbursement will be at the rates detailed in "Schedule A" attached to and forming part of this policy.
3. Claims for less than \$200. can be submitted at the employees convenience. However claims for a school year must be submitted by August 31 of that year.
4. All other claims must be submitted by January 15, for the period September – December, and by July 15, for the period January – June, claims submitted after these dates may not be paid.
5. Original receipts will be attached to claims; claims without original receipts may not be paid.
6. Original receipts are required for meals and accommodation unless the amount as per "Schedule A" is claimed. Claims without receipts should be on an "exception" basis only (i.e. only when a receipt cannot be obtained).

EXPENSE REIMBURSEMENT

SCHEDULE A

Meals

Actual cost with original receipts. Where original receipts are not available, the following amounts may be claimed. Amounts include GST and other taxes.

Breakfast - \$10.00

Lunch - \$15.00

Dinner - \$25.00

1. FFCA will not reimburse Directors or employees for contributions made to political entities, including registered parties, constituency associations and candidates.

Accommodation

Actual cost with original receipts.

Automobile Transportation

Per kilometer paid in accordance with the "Distances for Travel Claims", Schedule B, or at actual distance traveled for other destinations. Rate set annually and staff advised.

Other Transportation

Directors and employees may travel by air, bus or automobile. Reimbursement will be on the basis of actual cost with original receipts.

Where out of province travel is by automobile, the per kilometer reimbursement will not exceed the cost of air travel to the same destination.

If travel to a workshop, seminar, conference, convention, etc. is by automobile, and other Directors or employees are also attending, it is expected, whenever possible, that delegates will travel together."

SCHEDULE B

DISTANCES FOR TRAVEL CLAIMS (One-way distance in kilometers)

| | CO | HS | NMS | SEE | NWE | SMS | SWE | NEE |
|------------|-----------|-----------|------------|------------|------------|------------|------------|------------|
| CO | ----- | 17 | 19 | 3 | 20.5 | 1 | 5 | 15 |
| HS | 17 | ----- | 10 | 19 | 8 | 17 | 16 | 11 |
| NMS | 19 | 10 | ----- | 19 | 2 | 19 | 22 | 6 |
| SEE | 3 | 19 | 19 | ----- | 22 | 1.5 | 4 | 16 |
| NWE | 20.5 | 8 | 2 | 22 | ----- | 21 | 25 | 8 |
| SMS | 1 | 17 | 19 | 1.5 | 21 | ----- | 4 | 16 |
| SWE | 5 | 16 | 22 | 4 | 25 | 4 | ----- | 22 |
| NEE | 15 | 11 | 6 | 16 | 8 | 16 | 22 | ----- |

2.3 Meetings

2.3.1 Organizational Meeting

This meeting will be held annually within 4 weeks of the election of Directors to accomplish the following:

1. Election of a Chairman and Vice-Chairman by secret ballot (School Act, Section 64).
2. Election of one Director to act as Secretary and delegation of the responsibilities associated with this position to a qualified member of the administrative staff.
3. Election of one Director to act as Treasurer and delegation of the responsibilities associated with the position to a qualified member of the administrative staff.
4. Designation of Board members for the following committees:
 - Human Resources
 - Executive
 - Community Relations

The voting membership of any committee shall be limited to a number less than Board quorum (e.g. quorum = 5, max. 4 voting members per committee).
5. Establishment of an annual Board calendar.
6. Review of the School's banking arrangements.
 - i) Current bank is First Calgary Savings.
 - ii) Banking services will be reviewed in 2012, and thereafter every three years.
 - iii) The school's borrowing (line of credit) for current expenditures cannot exceed our accounts receivable amount as per the most recent audited financial statement.
7. Review of the school's audit arrangements.
 - i) Current auditors are Collins Barrow Calgary LLP.
 - ii) Current term is for the 2009-2010 school year.
 - iii) Audit services will be reviewed in early 2012.
8. Review of the Directors' Handbook.

2.3.2 Public Board Meetings

1. Regular Public Board Meetings will be held in accordance with the approved annual Board calendar in a location and at a time set by the Executive Committee.
2. The order of business will be established by the Executive Committee and may include:
 - Public Meeting Call to Order
 - Closed Session
 - Review of Agenda
 - Staff Reports
 - Approval of Minutes
 - Correspondence
 - Policies
 - Superintendents Report
 - Committee Reports
 - Delegations
 - Discussion Items
 - Information Items
 - Open to Gallery
 - Chairman's Remarks
3. Delegations will be received in accordance with Board Policy B-402: *"Presentations to the Charter Board"*. (See Appendix A)
4. All Directors, including the Chairman, will vote on each question with the decision based on a simple majority (School Act, Section 73). In a specific case, a Director may be excused from voting in accordance with the School Act or by resolution of the Board. Voting will be open and details will be recorded only upon request.
5. Regular Public Board Meeting minutes will record all resolutions with sufficient background material to ensure that the Board's intent is clear. Minutes will also include:

- Public announcements
 - A summary of school staff reports
 - A summary of committee reports
 - A summary of discussion items
 - A summary of information items
6. Robert's Rules of Order will be the authority for procedure. (See Appendix B)

2.3.3 Closed Sessions

1. Agenda items are limited to:
 - Personnel matters
 - Legal issues
 - Property issues
 - Other matters deemed confidential
2. A resolution (motion) will be required for the Board to go from a Regular (open) Meeting into Closed Session. Likewise, a motion will also be required for the Board to revert to a Regular Meeting. Both motions will be recorded in the minutes of the Regular Meeting.
3. No other motions may be made in Closed Session. The Board may, however, debate and read a decision on any matter referred to the Closed Session.
4. Once the Board reverts to a Regular Meeting, any decisions reached during the Closed Session must be ratified by resolution. The wording of such resolution must not inappropriately reveal confidential or personal information.
5. Closed Session meetings shall be called in accordance with the *School Act*, Section 67.

2.3.4 Unscheduled Meetings of the Board

Unscheduled meetings of the Board may be called by the Board Chair as required. Notice of said meeting can be by phone, email, or fax. Providing a quorum is present at an emergency meeting, the Board may waive notice of a public meeting and pass resolutions that can be acted upon. Any business transactions or resolutions passed, and the minutes of the meeting, must be disclosed at the next regularly called public Board meeting.

2.3.5 Legal Responsibilities Regarding Meetings

Public / Closed Board Meetings

Short Explanation:

The general rule is that meetings of the Board of the Foundations for the Future Charter Academy (FFCA) Charter School Society (the "Board") are public. However, when the majority of the directors present at a meeting are of the view that it is in the public interest to hold the meeting, or part of it, in private to consider a matter, the Board may, by resolution, exclude any person from the meeting. During a private Board meeting, the Board does not have the power to pass a resolution apart from the resolution necessary to revert to an open meeting.

Long Explanation:

The Legislator addresses the issue of public/private Board meetings in section 12 of the *Charter Schools Regulation* AR 212/2002 (the “*Regulation*”). Section 12(2) of the *Regulation* entitled “Charter board responsibilities” reads:

The meetings of the governing body of a charter board must be held in public and no person may be excluded from the meetings except for improper conduct.

Sections 12(4) and 12(5) of the *Regulation* also apply. These provisions provide for an exception to section 12(2) general rule regarding public Board meetings:

12(4) Notwithstanding subsection (2), when a majority of the governing body members present at a meeting of a governing body are of the opinion that it is in the public interest to hold the meeting or part of the meeting in private for the purpose of considering any matter, the governing body may by resolution exclude any person from the meeting.

12(5) When a meeting is held in private, the governing body of a charter board has no power to pass a resolution at that meeting apart from the resolution necessary to revert to an open meeting.

The *School Act* provision that requires open Board meetings as the general rule [Section 70(1)] does not apply to the Board pursuant to section 36(1) of the *School Act*.

Natural Person

The words “natural person” in law mean a human being. Often a corporate body is referred to as having the rights, powers, and privileges of a “natural person.” This means that the corporate body has the capacity of a natural person to acquire powers and rights.

In this regard sections 17 to 19 of the *Societies Act* set out the powers of a society:

17(1) A society may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

17(2) the funds and property of the society shall be used and dealt with for its legitimate objects only and in accordance with its bylaws.

18(1) For the purpose of carrying out its objects, a society may borrow or raise or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures.

18(2) The power of a society under subsection (1) shall be exercised only under the authority of the bylaws of the society and in no case shall debentures be issued without the sanction of a special resolution of the society.

19 For the purpose of carrying out its objects, a society may, subject to its bylaws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

Meeting Attendance

According to section 36(1)(d) of the *School Act*, section 82(h) of this statute is deemed to include a reference to a society. Section 82(h) of the *School Act* reads:

A person is disqualified from remaining as a trustee of a board if that person absents himself or herself, without being authorized by a resolution of the board to do so, from 3 consecutive regular meetings of the board, unless the person's absence is due to illness and the person provides evidence of that illness in the form of a medical certificate respecting the period of the person's absence. [The emphasis is ours.]

As a general guideline, it is important that all directors act with prudence, due care and diligence. To this end, directors should attend all meetings, including committee meetings in which they are involved. At the end of the day, if the section 82(h) criteria are met in relation to regular Board meetings, a Board director is disqualified from remaining as a director pursuant to the *School Act*.

Voting

The *School Act* voting provisions (sections 72 and 73) do not apply to a charter school (see section 36(d) of the *School Act*). The *Societies Act* does not benefit from explicit voting provisions as found in the *School Act*. The Bylaws of the FFCA Charter School Society address some voting issues. The Board may amend said Bylaws to reflect the voting operations it judges appropriate. In this event, I would advise you to review section 15 of the *Societies Act* as it deals with rescission, alteration or addition to the bylaws of a society.

2.4 Legal Responsibility and Liability

2.4.1 Legal Responsibilities of an Elected Director

The Foundations for the Future Charter Academy Charter School Society (the “Board”) is a society incorporated pursuant to the provisions of the *Societies Act*. As such, it is regulated and bound by the provisions of that legislation and the regulations passed thereunder.

Societies, like corporations, are guided or directed by Boards of Directors. Typically, the day-to-day activities of the society are undertaken by officers who are appointed by the directors. In this case, the Superintendent of Schools acts as the chief officer and reports directly to the Board. The activities of the directors, however, are subject to a number of sources of control and regulation including, but not limited to, the *Societies Act* and regulations thereunder. More specifically the *School Act* contains a section with regard to charter schools (ss. 31 to 38). In addition the following provisions are deemed to apply to a charter school (section 36):

- 36 (1) The following provisions and any regulations made under them apply to a charter school and its operation, and a reference in those provisions or those regulations to a board or a trustee is deemed to include a reference to a society or company that operates a charter school or a member of the governing body of that society or company, as the case may be:
- (a) sections 1, 2 and 3;
 - (b) Part 1;
 - (c) Part 2 except sections 21(3), 28 and 29;
 - (d) in Part 3, sections 49, 50, 52, 54, 56, 57, 60, 75, 77, 78, 79, 80 and 81, section 82 except subsections (1)(a) and (2), sections 83 to 85 and section 86 except clauses (b) and (c);
 - (e) Part 4;
 - (f) Part 5;
 - (g) in Part 6, sections 145 to 152, 178 and 183;
 - (h) Part 7 except section 199;
 - (i) in Part 10, sections 272 to 280.
- (2) Notwithstanding subsection (1), the Lieutenant Governor in Council
- (a) may exempt a charter school from the operation of any provision of this Act, except sections 31, 32, 34 and 35, or of the regulations, or
 - (b) may make any provision of this Act or the regulations apply to a charter school.

2.4.1.1 Relevant Legislation

There is nothing specifically applying to directors in the *Societies Act* or in any of the regulations made under s.39 of the *Act*. By-laws agreed upon for the governing of the society and touching on specific matters, as well as the objects of the society, are required to be submitted in the application for incorporation, among other things, under s.9 of the *Act*.

The by-laws must set out the procedures for appointment and removal of directors and officers, as well as their duties, powers and remuneration (see section 9(4)(d)). These matters are mandatory; the list is not, however, exhaustive, and additional procedural guidelines may be included in the by-laws to ensure greater certainty in the day-to-day operations of the society. The key is that the directors must first look to their society's constitution and by-laws for what duties they have, what things are to be done, what decisions are to be made, and who is to make those decisions. As a general rule, the directors should be thoroughly familiar with the by-laws and the constitution.

2.4.1.2 Common Law Duties, Responsibilities and Liabilities

The duties, responsibilities and liabilities of directors have evolved over time, both through statute and by a process of review and interpretation by the courts ("the common law"). In this section we will deal with the latter process. The means by which directors' duties and responsibilities are defined can be broken down into two major categories:

1. the general fiduciary relationship between a director and the society which arises as a result of the confidentiality and trust integral to the director's duties; and
2. the duty of care, which is unique to the relationship between director and society or corporation, and has evolved accordingly.

2.4.1.2.1 Fiduciary Relationship

With the exception of the statutory duties and liabilities imposed under the *Business Corporation Act* (the "*B.C.A.*"), a director of a society and a director of a corporation incorporated under the *B.C.A.* have similar duties, responsibilities, and liabilities arising out of their fiduciary relationship with their respective organization. Much of the jurisprudence dealing with this relationship arises from cases involving corporations, but is equally applicable to societies.

Directors have a general responsibility for the business of the society; that is, they are responsible for the overall management and administration of the society, and they exercise a great deal of power in so doing. Generally speaking, the directors supervise and the senior officers manage. Directors are not merely simple agents for the society since they actually direct and control as opposed to taking direction.

A director holds a position of trust and confidence, and the directors therefore have a fiduciary duty to act honestly, to act in good faith and in the best interests of the society, and to avoid a conflict between the interests of the society and their own interests. These various duties should be examined in more detail as they have been the subject of significant judicial commentary.

2.4.1.2.1.1 Fiduciary Duty to Act Honestly

A director has an obligation to pass on any information obtained which is of interest to the society. If any situation arises where he may have a conflict of interest, the director must disclose the matter.

2.4.1.2.1.2 Fiduciary Duty to Act in Good Faith

A director must always act in good faith. Any and all actions taken or decisions made must be in the best interests of the society and with a view to the objects of the society.

2.4.1.2.1.3 Fiduciary Duty to Avoid Conflict of Interest (Duty of Loyalty)

A director must not put him/herself in a position where there may be a conflict of interest, and there is no necessity of bad faith in order for liability to be imposed on the director for breach of this duty. This duty is related to the duty to act in good faith and in the best interests of the society in that even the interests of the director, or of his/her friends, family, or associates, are subordinate.

A director must never personally gain, directly or indirectly, from any information that he/she receives as a result of his/her position. As previously mentioned, any information that is of interest to the society must be passed on to the society. He or she may not expropriate a corporate opportunity. A director would be liable to account to the society for any profit he may have gained as a result of a breach of this duty.

2.4.1.2.2 Duty of Care

Aside from the general fiduciary duties which attach to any relationship involving trust and confidentiality, a director is specifically required to take care that corporate decisions are reasonable, and to exercise skill in overseeing the management of the society.

The common law criterion of liability for directors is described in *Overend & Gurney Co. v. Gibb* (1872) L.R. 5 H.L. 480 as:

“whether or not the directors exceeded the power entrusted to them, or whether if they did not so exceed their powers they were cognizant of circumstances of such a character, so plain, so manifest, and so simple or appreciation, that no men with any ordinary degree of prudence, acting on their own behalf, would have entered into such a transaction as they entered into?”

The Courts have consistently restated the common law duties of directors, which have since been categorized into the duties of skill, diligence and prudence.

2.4.1.2.2.1 Duty of Skill

The standard is that a director is not expected to exhibit “a greater degree of skill than may reasonably be expected from a person of his knowledge and experience”. This is a subjective standard as opposed to an objective standard.

2.4.1.2.2.2 Duty of Diligence

A director has a duty to keep him/herself apprised of, and to be diligent in his overseeing of the business of, the society. He/she should be making any inquiries which a person managing his/her own affairs would make. For example, meetings should be attended and relevant reports and statements should be read as much as possible.

Utmost and constant care is not required. A director is entitled to rely on other officers to attend to the business and to rely on their advice and information, so long as it is reasonable in the circumstances, that is, there are no grounds for suspicion. He/she cannot shirk his/her responsibilities and should not blindly rely on officers or members. Of course, certain matters should never be delegated, such as enactment of by-laws, determination of corporate policy, long-range planning, and other important

corporate decisions. Outside experts may also be relied upon if necessary and if the director has assured himself that quality advice will be given.

2.4.1.2.2.3 Duty of Prudence

The “business judgment rule” is that a director must show honesty, loyalty and diligence but need not show any skill beyond ordinary sense in the experience he has actually acquired. A director is not liable for errors of business judgment or for honest mistakes, so long as he/she is sound and practical in his/her judgment. A director should act carefully, deliberately, and cautiously. A director would, however, likely be liable for gross negligence, or willful or wanton misconduct.

2.4.2 Understanding Director Liability

The issue of a director’s legal liability has been subject to much legal discussion. This is a brief overview and highlight to the key components of this issue.

Directors owe some important duties to the organization they serve. These can be summarized as the duties of obedience, loyalty and due care:

1. The duty of obedience forbids acts outside the scope of powers of the organization. The directors of the organization must comply with legislation, regulations, and the organization’s *Charter*, by-laws, policy, etc.;
2. The duty of loyalty requires directors to act in good faith. They must not allow their personal interest to prevail over the interest of the organization;
3. The duty of care requires directors to be diligent and prudent in managing the organization’s affairs. Directors must handle their duties with the care that an ordinary prudent person would use under similar circumstances.

2.4.2.1 Claims against Directors

Personal claims against directors are typically more complex and difficult. *The Societies Act*, R.S.A. 2000 c.S-14 states that “no member of a society is, in the member’s individual capacity, liable for a debt or liability of the society.”

The School Act, R.S.A. 2000, c.S-3 deals with the issue of protection from liability as follows:

144.1(1) Trustees, employees of a board and school council members are not liable for any loss or damage caused by anything said or done or omitted to be done in good faith in the performance or intended performance of their functions, duties or powers under this Act or any other enactment.

This provision applies to a charter school and its operation pursuant to section 36(1).

Under this legislation a director’s personal civil liability is statutorily limited. In our experience, this supports the principle of sound leadership at the directorship level within the organization.

Generally speaking, the type of conduct that will result in personal liability flows where directors are involved in tortious actions of the organization to such a degree that they make the actions their own – that is, where there is a deliberate, willful or knowing pursuit of a course of conduct that is likely to reflect an indifference to the risk of a tort. For example a director who takes steps to induce the organization to breach a contract may be liable, in some circumstances, for the tort of inducing breach of contract. Directors may be personally liable, for example, for the tort of conspiracy to commit a wrongful act, or for deceit or fraudulent misrepresentation: *Directors’ and Officers’ Duties and Liabilities in Canada*, McCarthy Tétrault (Butterworth: 1997, Toronto), page 3.

2.4.2.2 Legal Claims

The most common form of liability is liability for negligence, which has 6 major elements:

1. The plaintiff must establish that the defendant owed him/her a duty of care;
2. If the defendant owes the plaintiff a duty of care, the court must determine what the standard of care is in each particular case;
3. The plaintiff must establish that there has been a breach of the standard of care by the defendant, either by misfeasance (a wrongful act) or nonfeasance (a failure to act where positive action is required);
4. The plaintiff must establish that he/she has suffered injury or loss as a result of the breach of the duty of care by the defendant;
5. The plaintiff must establish that the defendant's conduct was the actual or legal cause of the plaintiff's injury or loss; and
6. The risk of loss or damage to the plaintiff must have been an objectively foreseeable risk at the time of the conduct (or failure to act) in question.

Vicarious liability refers to situations where the law imposes liability on an organization for a tort (such as negligence) committed by another, even though the first party has not committed any wrong directly. Only certain relationships impose vicarious liability. These include the relationship between an employer and an employee or, depending on the circumstances, the negligent conduct of a teacher upon a student.

The vast majority of claims lodged by plaintiffs are either in the context of negligence actions such as slip and fall accidents or claims lodged by disgruntled employees. Here are examples of some of the types of claims that the organization could face in this regard:

1. Wrongful dismissal (termination without cause, constructive dismissal)
2. Harassment
3. Discrimination

It is important that the organization's personnel practices are grounded in legally defensible practices in these areas.

General Duty of Care: Educational authorities owe a general duty of care to school children, including a duty to supervise in and outside of school property, and a duty to maintain safe premises. Other areas of potential liability to the organization are: student discipline, staff discipline, statutory violations, and liability for statements made about employees and students.

2.4.2.3 Practices for Directors

Directors may follow several practices to guard against the threat of lawsuits and to manage risk associated with the organization.

While even the best practices are no guarantee that the board will not be sued, good practices can be an effective defense in the case of unjustified allegations. Here are some examples of board practices for directors:

1. Stay informed of and regularly review the organization's financial statements. Board members should understand the sources of income for the organization and know where those resources are being expended.

2. Regular attendance at board meetings. As a director, ignorance of a problem facing the organization is not a good defense. To be able to render informed decisions about the governance of the organization, directors need to thoroughly review information and attend and participate in board meetings on a regular basis. Directors should also feel comfortable expressing disagreement and voting against proposals for which they are not in favour.
3. Have a clear understanding of the board's role in personnel situations. The Superintendent of Schools normally has the authority to hire and fire staff below his/her level.
4. Avoid conflicts of interest. Directors must avoid all appearances of and situations of conflict of interest.

2.4.2.4 Liability in Tort

Notwithstanding the earlier comment to the effect that a director is neither a simple agent nor a trustee, a director is an agent of the society when managing its affairs. **In executing contracts or other legally binding documents, a director may establish that he or she is signing as agent for the society in order to avoid personal liability.**

Where a director acts in the best interests of the society, as it is his/her duty to do, and a breach of a contract between the society and a third party results, he/she will not be liable to the third party for inducement of breach of contract by the society. However, if the director fails to so act and thereby acts outside his/her authority, then he/she may be exposed to personal liability. It is important for a director to be aware that he/she must always be carrying out his duties within his/her scope of authority as director, and within the scope of authority of the society itself. Should the director act outside the scopes of authority, he/she cannot be protected from liability to a third party or even to the society itself.

As discussed earlier, the director has a duty to avoid a conflict of interest between the interests of the society and his/her own interests. Thus, if he/she were to misuse his position, in breach of this duty, for personal gain, this would constitute fraud and the director would be liable for the actions.

There is also authority to the effect that a director owes a common law duty of care, personally, for common law duties of the corporation, where the director has such an active part in the day-to-day operation of the business. Breach of this duty could make the director liable for negligence.

2.4.2.5 Criminal Liability

There are a number of federal and provincial statutes which impose liability on the directors of corporations. As a result of the unique existence of a *Societies Act* in Alberta (other jurisdictions simply providing for the incorporation of "non-profit corporations"), it may be that these same statutes impose similar liability on directors of societies. This is likely, in light of the wording of s.14 of the S.A., which reads as follows:

14 From the date of the certificate of incorporation, the subscribers to the application and the other persons that from time to time become members of the society are a corporation and have all the powers, rights and immunities vested by law in a corporation.

The intent seems to be to attach to society directors the same duties and responsibilities as those of corporations. In any event, the statutes and the liabilities thereunder will be briefly reviewed herein.

2.4.2.5.1 Federal Legislation

2.4.2.5.1.1 *Income Tax Act*

Directors are jointly and severally liable for the failure of a corporation to withhold and remit amounts relating to tax liability and also for any related interest or penalties pursuant to s.227.1(1) of the *Income Tax Act (I.T.A.)*. However, if a director can show that he/she “exercised the degree of care, diligence and skill to prevent the failure that a reasonably prudent person would have exercised in comparable circumstances” as a director, then he/she may have a defense and may not be liable. In addition, pursuant to s.227.1(4), a director will not be liable if more than two years has passed since he/she last ceased to be a director of that corporation.

Under s.242 of the *I.T.A.*, where a corporation is guilty of an offence under the Act, a director who directed, authorized, assented to, acquiesced in, or participated in, the commission of the offence will also be liable.

2.4.2.5.1.2 *Bankruptcy Act*

Section 204 in the *Bankruptcy Act* is a similar provision to s.242 of the *I.T.A.*, again holding the director liable for offenses committed by the corporation, whether or not the corporation itself has been prosecuted or convicted. The offenses are listed in Part VIII, sections 198 to 203, and generally amount to failures to comply with duties of a bankrupt under the Act.

2.4.2.5.1.3 *Criminal Code of Canada*

A director may be personally liable for criminal offenses committed by the corporation or society under the *Criminal Code of Canada* which imposes liability for aiding and abetting criminal activity. There is authority, in Canada, to the effect that where a director actively participates in, or authorizes, a particular criminal activity on the part of the corporation, that the director will be seen as having assisted or aided in the commission of the offense. It is our opinion, however, that a director who acts in good faith shall not be held criminally liable for the inadvertent or unintentional commission of a criminal offence by a corporation.

Some other criminal offenses with which a director may be charged are falsification of books and documents (s.397); filing a false prospectus, statement or account (s.400); failure to keep accounts (s.402); conspiracy (s.465); or theft from the corporation or society (s.328(e)). Even for less serious criminal offenses, the penalty may be a fine of up to \$2,000.00 or imprisonment for 6 months, or both.

2.4.2.5.1.4 Other

A director may be personally liable under a number of similar provisions in other federal statutes which have not been discussed in this letter, such as the *Employment Insurance Act*. Again, the basis of such liability relates to the extent of the director’s involvement in and knowledge of the act in question.

2.4.2.5.2 Provincial Legislation

2.4.2.5.2.1 *Employment Standards Code*

Under s.131 of the *Employment Standards Code*, S.A. 1988, c. E-10.2, when a corporation is guilty of an offence, every director who directed, authorized, assented to, permitted, participated in or acquiesced in an offense is also guilty of the offence. Under s.122, the director would be liable to a fine of not more than \$5,000.00.

Of particular interest is s.112 of that Act, which exempts the directors of a society under the *Societies Act* from joint and several liability to an employee for wages earned during a period not exceeding 6 months while they are directors.

2.4.2.5.2.2 Other

There are various other provincial Acts under which a director may be liable. We would be pleased to provide this information to you if so requested. It is fair to say (without going into more detail) that in most, if not all, statutes where a duty is placed on a corporation or society to remit or somehow protect the government, some degree of responsibility may fall on the directors controlling the corporation's society.

2.4.2.6 Relief from Liabilities

There are no statutory provisions which address relief from liability for a director of a society in any general sense, although, as has been seen, there are exceptions to some criminal or civil liability, depending on the degree of control or knowledge of the director. Practically, it is considered prudent for a society and individual directors to get directors' insurance.

In addition, the directors may have a contractual agreement for indemnification with the society. (I would advise you to review your bylaws in this regard.) That is, after certain prerequisites are met, a director will typically be indemnified for costs, charges, and expenses reasonably incurred in respect of any civil, criminal or administrative action or proceeding in which the director was involved by virtue of his position. The director must have acted within his or her scope of authority, with honesty, in good faith and in the best interests of the society.

As previously mentioned, if a director finds himself or herself to be in a situation of conflict of interest, then, generally speaking, if there is full disclosure and the director does not vote in the matter, and acts in accordance with statutory requirements, he/she will avoid personal civil liability.

2.4.2.7 Conclusion

In summary, while it is difficult, if not impossible, to provide an exhaustive list of liabilities and responsibilities for directors, the duties are best summed up as being those of a fiduciary; that is, to act honestly, in good faith and in the best interests of the corporation or society. If there is some question about the extent of the directors' duties and responsibilities, the relevant statutes and by-laws should be fully utilized in detailing the duties, powers and other associated matters so that easy reference can be made in case of a conflict of inquiry.

The duties of a director should not be taken lightly. There are several steps outlined in various materials which are designed to assist the individual director in staying aware of the day-to-day workings of the society and thereby avoiding the risk of becoming liable for some default on the part of the society. Those steps are worthy of repetition:

- Understand the relevant statutes, by-laws and objectives of the society;
- Be aware of the extent of property owned or controlled by the society;
- Comply strictly with the duty of confidentiality;
- Avoid conflicts of interest; if unavoidable, declare your interest and abstain from involvement on that issue;
- Seek indemnification through the by-laws, and liability insurance (where available);
- Attend all Board meetings;
- In anticipation of a meeting, receive and review all documents and reports, and review minutes of meetings at the conclusion;
- Keep notes of meetings;

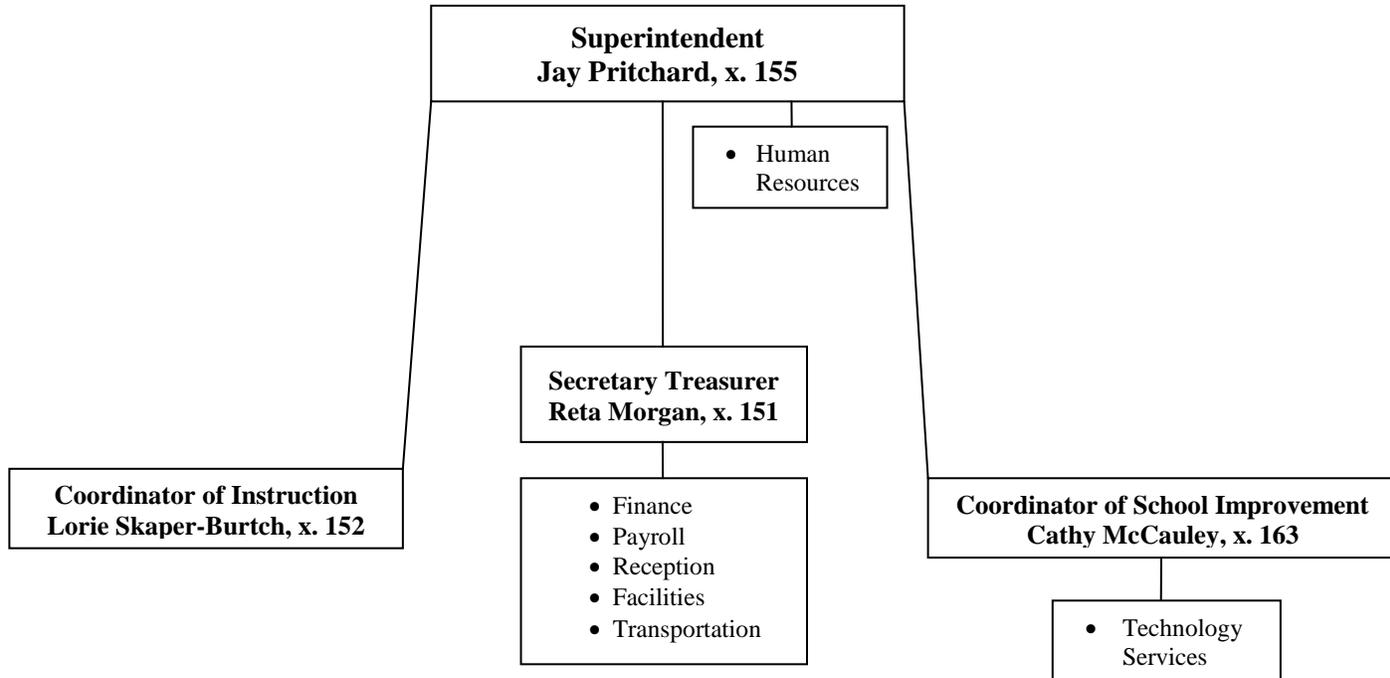
- Insist on legal or other professional opinions on issues that go beyond the Board's knowledge and expertise;
- Vote (unless in a conflict position);
- Ensure that your dissent or view is recorded.

The essence of these rules is that being a director involves a high degree of responsibility, with consequential liability if the duties are not met.

Prepared by: Theresa Haykowsky, McLellan Ross

SECTION 3: OPERATIONS

3.1 Central Office Organizational Chart (403-520-3206)



3.2 Superintendent of Schools

3.2.1 Appointment of Superintendent of Schools (School Act, Section 113)

113(1) Subject to the regulations, a board shall appoint an individual Superintendent of Schools for a period of not more than 5 years with the prior approval in writing of the Minister.

(2) Where a board applies for the Minister's approval under subsection (1), it shall give to the Minister, in the form and containing the information required by the Minister, notice of its intention to appoint the Superintendent.

(3) The Superintendent is the chief executive officer of the board and the chief executive officer of the district or division.

(4) The Superintendent shall carry out the duties assigned to the superintendent by the board.

(5) The Superintendent shall supervise the operation of schools and the provision of educational programs in the district or division, including, but not limited to, the following:

- (a) implementing education policies established by the Minister;
- (b) ensuring that students have the opportunity in the district or division to meet the standards of education set by the Minister;

- (c) ensuring that the fiscal management of the district or division by the treasurer or secretary-treasurer is in accordance with the terms and conditions of any grants received by the board under this Act or any other Act.
- (d) providing leadership in all matters relating to education in the district or division.

(6) The Superintendent shall report to the Minister with respect to the matters referred to in subsection (5) (a) to (d) at least once a year.

(7) A report required under subsection (6) must be in the form and contain the information required by the Minister.

3.2.2 Policy C-101 Role of the Superintendent

Category: General School Administration

“POLICY

The Superintendent, as the Chief Executive Officer and Chief Education Officer of Foundations for the Future Charter Academy (FFCA), is responsible for the complete operation of the school system, and is accountable to the Charter Board.

BACKGROUND

In accordance with the School Act, the Charter Board of Directors of FFCA is required to employ a Superintendent of Schools.

GUIDELINES

1. *The Superintendent will carry out the duties assigned by the Charter Board in accordance with the School Act and other relevant provincial legislation.*
2. *The Superintendent will be responsible for the administration of all policies of the Charter Board and, where appropriate, the development of administrative procedures.*
3. *The Superintendent will regularly attend meetings of the Charter Board and serve on Charter Board Committees as required.*
4. *The Superintendent shall serve as a resource person to the Charter Board on matters related to the governance of FFCA.*
5. *The Superintendent will provide results-oriented leadership in respect to the Charter Board’s vision, mission, values, guiding principles and annual objectives.*
6. *The Superintendent will develop and maintain an open, effective communication system within FFCA, with the Charter Board, and between FFCA and external agencies.*
7. *The Superintendent will communicate an evolutionary vision of school development and lead others so as to maintain and advance the standard of student achievement in curricular and extra-curricular programs.*
8. *The Superintendent will ensure that FFCA is managed in a fiscally prudent and efficient manner.*
9. *The Superintendent will monitor the performance of senior administrative staff.*
10. *The Superintendent will promote the professional growth of staff.*
11. *The Superintendent will participate in reviews of the Charter and the Charter Board bylaws.*
12. *The Superintendent will perform other duties as may be assigned by the Charter Board.*

ADMINISTRATIVE PROCEDURES

1. *The Superintendent will be approved by the Minister.”*

3.3 Finance

3.3.1 Funding

The funding for education at FFCA comes from the Provincial Government in the following areas:

1. Instruction (and Kindergarten)
2. Plant Operations and Maintenance (PO&M)
3. Transportation
4. Administration
5. Other (e.g. AISI)

3.3.2 Budget

A. The Superintendent and Secretary-Treasurer meet with the Board in a Finance Committee working session to establish budget priorities.

B. A draft budget developed by the Administration will be presented to the Finance Committee with detailed background information. The Finance Committee will make recommendations to the Board in regard to the approval of the budget.

C. The following factors will be considered on an annual basis:

1. Salaries and Benefits - The Board of Directors will determine salaries and benefits recognizing the competitive ranges across the province.
2. Resource and Transportation Fees
3. Expense Reimbursement Amounts

D. The Board-approved budget shall be submitted to Alberta Education in accordance with Provincial regulations.

3.3.3 Banking Services

Service shall be conducted through a local bank and will be reviewed at least every five years. At present, service is conducted through First Calgary Savings.

3.3.4 Investments

Reserve funds will be invested at the discretion of the Secretary-Treasurer to maximize interest income.

3.2.5 Audit

The Board will appoint an auditor for a maximum term of five years. At present, audit services are provided by Collins Barrow Calgary LLP.

3.2.6 Insurance

Insurance of the Board's assets will be handled by a reputable insurance agency licensed in Alberta (School Act, Section 60 (1) (b)). Currently, our insurance service is handled by Jubilee Insurance Agency.

3.2.7 Charitable Organization

Foundations for the Future Charter Academy is a registered Charitable Organization and receipts (for funds and goods received) may be issued for income tax purposes.

SECTION 4. APPENDICES

4.1 Appendix A: Policy B-402 Presentations to the Charter Board

Category: School Board Governance & Operations

"POLICY

By request to the Executive Committee, members of the Foundations for the Future Charter Academy (FFCA) Charter School Society may be given the opportunity to make presentations to the Charter Board.

BACKGROUND

The Charter Board is accountable to the membership of FFCA, and utilizes the input of its membership to effectively fulfill its mandate. FFCA promotes the involvement of its membership in the decision-making process by encouraging members to make presentations to the Charter Board."

Administrative Procedure AP-B-402.1 Presentations to the Charter Board

"BACKGROUND & RATIONALE

The Charter Board is accountable to the membership of FFCA, and utilizes the input of its membership to effectively fulfill its mandate. FFCA promotes the involvement of its membership in the decision-making process by encouraging members to make presentations to the Charter Board.

GUIDELINES

- 1. Requests to make presentations to the Charter Board will be by written submission to the Charter Board Chair and/or the Superintendent.*
- 2. When determining appropriateness of the presentation request, particular consideration will be given to the extent to which the presenter has followed Charter Board policy, the potential to prejudice the Charter Board's ability to hear an appeal, and whether or not it is repetitious.*
- 3. Matters pertaining to personnel, and legal and property issues will be considered in closed session.*
- 4. Presentations will be in writing and will be supported by oral comments at the meeting. The spokesperson for the delegation will be identified in the written presentation.*

ADMINISTRATIVE PROCEDURES

- 1. The Executive Committee will decide the appropriateness of the delegation's request to be placed on the Charter Board agenda.*
- 2. The Executive Committee will determine if the presentation to the Charter Board should be held in public or in closed session.*
- 3. The written presentation will be forwarded by the delegation to the Superintendent at least ten (10) working days prior to the meeting for distribution to the Charter Board.*
- 4. Relevant background information and other perspectives related to the delegation's presentation will be prepared by the Superintendent for distribution to the Charter Board.*
- 5. The spokesperson will be notified at least one week in advance regarding the placement of his/her item on the agenda, and of the time allotted for the presentation.*
- 6. The spokesperson will be notified if the Charter Board intends to address the delegation's issue at a subsequent meeting.*
- 7. In emergent situations where the above procedure cannot be followed, the Executive Committee will justify the emergency, then provide an outline of the subject and background."*

4.2 Appendix B: A Short Version of Robert's Rules of Order

Robert's Rules of Order (RR) were originated in to facilitate the decision-making process for groups of humans. They were used to ensure that discussion was clear, and that the rights of both the majority and the minority were protected. What follows is an abbreviated version of RR. RR were to help meetings run more smoothly and keep discussion on track. The rules, however, were not meant to disrupt or hold up a meeting, and could be suspended if a member was using them for those purposes. There was provision within RR to suspend the rules, and often at the committee level a *consensus decision-making process* was employed.

Chairperson/Speaker:

Each meeting is facilitated or guided by a speaker or chairperson. S/he is responsible for ensuring that the meeting runs smoothly and fairly. Since *synergic consensus* is the goal, the chairperson may participate in the discussion as a full equal. The chairperson is not the final arbitrator of all decisions: the assembly ultimately has the authority and the responsibility to decide how the meeting should run.

Main Motion:

The basis for discussion is a formal motion. The motion is put forward by being 'moved' by a deciding member of the assembly to focus discussion. Motions are one of two types: 1) to discuss a problem facing the group, or 2) to propose group action to solve a problem. Each new motion must be stated clearly and briefly. The Chairperson then calls for any vetoes to the motion being brought to the floor. A veto can only be used to prevent loss. If no vetoes are heard, the motion is put 'on the floor' for discussion, discussion must focus on the substance of the motion. All other discussion is out of order and not allowed. A main motion may not be introduced if there is any other motion on the floor. The mover must state the motion before speaking and motions may be written out and handed to the chair so that everyone is clear on what is being discussed.

Order:

Once a motion is introduced, the chairperson will maintain a speaker's list to allow for discussion in an orderly manner. To ensure that all members of the assembly have an equal opportunity to speak, the chairperson will allow speakers on the list who have not yet spoken before those who already have spoken.

Amendments:

At any time, a person who has the floor can introduce an amendment to the main motion being debated. An amendment is a motion that alters, adds to, subtracts from, or completely changes the main motion. Once an amendment has been moved, discussion must be on the substance of the amendment. For an amendment to be adopted, the question must be called. The chairperson will then ask for vetoes. If there are none the amendment is adopted. Once an amendment has either been adopted, vetoed, or withdrawn, discussion reverts back to the main motion, taking into account whether or not the amendment passed. Complex or lengthy amendments could be written out for the chairperson to be able to read back to the assembly.

Point of Order:

If a member feels that the rules of order are being broken, s/he can immediately raise a 'point of order', and state what rule has been broken or not enforced by the chair. A point of order can interrupt a speaker. It cannot be used as an opportunity to get around the speakers' list - it can only be used to

ask the chair to enforce the rules. The chair decides if the point is valid or not, and proceeds accordingly.

Point of Privilege:

A point of privilege can interrupt the speaker. A member who feels her/his right or privileges have been infringed on may bring up this point by stating their problem. Privilege refers to anything regarding the comfort of accessibility of the member (i.e. too much smoke, too much noise, fuzzy photocopies, etc.), or to the right of the member not to be insulted, misquoted, or deliberately misinterpreted. Again, the chair decides if the point is valid or not and proceeds accordingly.

Challenge the Chair:

If a member feels her/his point of order or privilege has been ruled on unfairly by the chair, s/he can challenge the chair/speaker. The chair then must modify her/his ruling until the challenger is satisfied. This challenge is a **synergic veto**. If the challenger feels they are losing, that loss must be repaired. If the challenger cannot be satisfied, the chair/speaker can pass the chair to another member of the group who can then have a try.

Point of Information:

A point of information is a QUESTION. A member may interrupt the speaker to ask her/his question, but the speaker who has the floor has the privilege to refuse the question. The chair will ask the speaker if s/he wishes to entertain a question at that time. A point of information is not an opportunity to bring forward information, jump the speakers' list, harass another speaker, or generally disrupt the proceedings - IT CAN ONLY BE A QUESTION.

Table:

Debate may end in several ways. If a member feels that a decision on a motion needs to be postponed for some reason, then s/he can move to 'table' the motion. A member may not move to table a motion at the end of a speech, only at the time they are recognized by the chair. A specified time may be put on the tabling or the motion may be left indefinite. The only debate allowed is as to the length of tabling, or the time-line involved. A motion to table requires only the absence of a veto.

Calling the Question:

If a member feels that further discussion is unproductive, s/he may 'call the question', requesting the discussion be ended. If there is no **objection-veto**, the meeting proceeds to the main motion. If there is an **objection-veto** to ending the discussion, then chair must satisfy the objector-vetoer, or the discussion will continue. If the 'call' passes, a vote on the main motion is immediately taken, without any further debate. All votes are simply calls for veto. If there are no vetoes, the motion carries. The only basis for veto is loss. A veto may be challenged by any member calling CHALLENGE, the member vetoing must then explain how the motion would cause loss.

Rescind:

A motion to rescind another motion is in order if it refers to a motion passed at another meeting on another day. This cannot be applied to actions that cannot be reversed (i.e. things that have already been carried out). This requires explicit absence of veto.

Reconsider:

A motion to reconsider is applicable to a motion that was passed at the same meeting. It only requires the absence of veto. Any motion can be challenged for explanation.

Suspension of the Rules:

A motion to suspend the rules of order (so that the assembly may do something not allowed in the rules) passes with absence of veto, it is not debatable, cannot be amended and cannot be reconsidered at the same meeting.

Adjourn:

This motion takes precedence over all others, except to 'fix the time to adjourn', to which it yields. It is not debatable, it cannot be amended, nor can a vote on it be reconsidered. A motion to adjourn cannot be made when another has the floor, nor after a question has been put and the assembly is engaged in voting.

Refer or Commit:

This motion is generally used to send a pending question to a committee so that the questions may be carefully investigated. This motion is debatable, but the debate can only extend to the desirability of committing the main motion, not to the substance of the main motion itself.

Committee of the Whole:

At some point the assembly may wish to informally consider a motion or a group of motions before having to deal with them in a 'one at a time', debate fashion. Votes may be taken in committee but are not binding on the assembly unless ratified when the group re-enters the regular session. Motions are required to move in and out of committee of the whole.

Minutes:

The numbering of motions always is by date, and then by when the motion arose in the meeting (YEAR/MONTH/DAY:NUMBER IN ORDER). So the fourteenth motion during the February 02, 2002 meeting would be numbered like: 02/02/02:14.

SECTION 5. SUPPLEMENTARY DOCUMENTS AND FORMS

5.1 Expense Reimbursement Forms

5.1.1 Cheque Requisition

5.1.2 Director Timesheet/Mileage Record

5.1.1 Cheque Requisition Form



Cheque Requisition

Campus - CENTRAL

Payable to:

Staff: X

Address if Non Staff:

Non Staff:

| Date | Description | Amount(including GST) | GST Rebate | Merchant name | Coding | Adjusted Amount |
|----------------|-------------------|-----------------------|---------------|--|--------|-----------------|
| | Mileage | | | KM X \$0.52 (details attached) | | |
| | | | \$0.00 | | | - |
| | | | \$0.00 | | | - |
| | | | \$0.00 | | | - |
| | | | \$0.00 | | | - |
| | | | \$0.00 | | | - |
| | | | \$0.00 | | | - |
| | | | \$0.00 | | | - |
| | | | \$0.00 | | | - |
| | | | \$0.00 | | | - |
| Total | | \$0.00 | \$0.00 | | | \$- |
| Code | GL Name | Adjusted Amt | | Class | | |
| | | - | - | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total | | \$0.00 | | PD, LE, & Discretionary must have a name attached under "Class" | | |
| | | | | Please highlight any notations under "Class" in Yellow | | |
| 1000300 | GST Rebate | \$0.00 | | Supervisor's Signature _____ | | |

Staff Payments will be directly deposited to your bank account; all other payments will be mailed to the indicated address.

