



POLICY 4 – DIRECTOR CODE OF CONDUCT

PREAMBLE

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.

The FFCA Charter Board (the “Board”) commits itself and its members to conduct that meets the highest ethical standards and is focused on students’ best interests. All personal interactions and relationships will be characterized by mutual respect, acknowledging dignity, and affirming each person’s worth.

SPECIFICALLY:

1. Directors must carry out their responsibilities as detailed in Policy 3 – Role of the Director with reasonable diligence.
2. Directors must continuously and at all times meet the requirements to be a Director under Society Bylaws (FFCA Bylaws Article III, 3.2 and 3.3)
3. Directors must work with fellow Charter Board members in a spirit of harmony and cooperation despite differences of opinion during debate.
4. Directors shall reflect the Charter Board’s policies and resolutions when communicating with the public.
5. Directors must respect issues of a sensitive or confidential nature.
6. Fiduciary responsibility supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs or acting as an individual consumer of FFCA’s services.
7. Directors must represent the Board responsibly in all Board-related matters with proper etiquette and respect for others.
8. Directors must disclose the nature of any conflict of interest (aka Fiduciary interest) and abstain and absent themselves from discussion or voting on the matter in question the definition of “Pecuniary Interest” in Part 4, Division 5 of the *Education Act* and as required by:
 - 8.1 Part 4, Division 5 of the Education Act
 - 8.2 Policy 3 – Role of the Director; and,
 - 8.3 FFCA Bylaws Article III, 3.11
9. Directors must not use their influence to obtain employment with FFCA, or a contractual benefit with FFCA, for family members or friends.
10. Attendance by the Directors at Public Board Meetings and Board Working Sessions is mandatory except in the case of illness or as approved by the Board Chairperson. (See FFCA Bylaws Article III, 3.10)
11. The consequences for the failure of individual Directors to adhere to the Director Code of Conduct are specified in Policy 4 Appendix 1 – Director Code of Conduct Sanctions.

Original Approval Date: March 16, 2016

Revision Dates: June 21, 2023

References: Education Act Sections 27, 33, 53, 59.1, 64, 67, 85, 88, 90, 91 (except clauses b and c),
92, 93, 94
Charter Schools Regulation, AR 85/2019
FFCA Bylaws

APPENDIX: DIRECTOR CODE OF CONDUCT SANCTIONS

1. For the purposes of Policy 4 – Appendix, the “Charter Board Chair” shall be deemed to be the Vice-Chair for every and any circumstance where the letter of complaint (referred to in paragraph 4) alleges that the Charter Board Chair has violated the Director Code of Conduct.
2. Directors must conduct themselves ethically and prudently in compliance with the Director Code of Conduct, Policy 4. The Directors’ failure to conduct themselves in compliance with this policy may result in the Charter Board instituting sanctions.
3. A Director who believes that a fellow Director has violated the Director Code of Conduct may seek resolution of the matter through appropriate conciliatory measures before commencing an official complaint under the Director Code of Conduct.
4. A Director who wishes to commence a complaint under the Director Code of Conduct shall file a letter of complaint with the Charter Board Chair within thirty (30) days of the alleged event occurring, which states: (1) the name of the Director alleged to have violated the Director Code of Conduct; (2) the particulars of the alleged violation; and, (3) the section or sections of the Director Code of Conduct alleged to have been violated.
5. The Director who is alleged to have violated the Director Code of Conduct and all other Directors must be forwarded a copy of the letter of complaint by the Charter Board Chair within five (5) days of receipt by the Charter Board Chair of the letter of complaint.
6. When a Director files a letter of complaint and a copy of that letter of complaint is forwarded to all Directors, the filing, notification, content, and nature of the complaint shall be deemed to be strictly confidential, the public disclosure of which shall be a violation of the Director Code of Conduct. Public disclosure of the complaint and any resulting decision taken by the Charter Board may be disclosed by the Charter Board Chair only at the Charter Board’s direction, following the complaint’s disposition at a Director Code of Conduct hearing.
7. To ensure that the complaint has merit to be considered and reviewed, at least one (1) other Director must provide to the Charter Board Chair within three (3) days of the notice in writing of the complaint being forwarded to all Directors a letter indicating support for having the complaint heard at a Director Code of Conduct hearing. Any Director who forwards such a letter of support shall not be disqualified from attending and deliberating upon the complaint at a Director Code of Conduct hearing convened to hear the matter solely for having issued such a letter.
8. Where the Charter Board Chair receives no letter supporting a hearing in the three (3) business day period referred to in section 5 above, the complaint will not be heard. The Charter Board Chair shall notify all other Directors in writing that no further action of the Charter Board will occur.
9. Where the Charter Board Chair receives a letter supporting a hearing in the three (3) day period referred to in section 5 above, the Charter Board Chair shall convene, as soon as is reasonable, a special meeting of the Charter Board to allow the complaining Director to present their views of the alleged violation of the Director Code of Conduct.
10. At said special meeting of the Charter Board, the Charter Board Chair shall indicate, at the commencement of the meeting, the nature of the business to be transacted and that the complaint shall be heard in a closed session of the special meeting. Without limiting what

appears below, the Charter Board Chair shall ensure fairness in dealing with the complaint by adhering to the following procedures:

- 10.1 The Director Code of Conduct complaint shall be conducted at a closed session, Director Code of Conduct hearing, of a special Charter Board meeting convened for that purpose. All preliminary matters, including whether one (1) or more Directors may have a conflict of interest in hearing the presentations regarding the complaint, must be dealt with before the presentation of the complaint on behalf of the complaining Director.
 - 10.2 The sequence of the Director Code of Conduct hearing shall be:
 - 10.2.1 The complaining Director shall provide a presentation which may be written or oral, or both;
 - 10.2.2 The respondent Director shall provide a presentation which may be written or oral, or both;
 - 10.2.3 The complaining Director shall then be allowed to reply to the respondent Director's presentation;
 - 10.2.4 The respondent Director shall be provided with a further opportunity to respond to the complaining Director's presentation and subsequent remarks;
 - 10.2.5 The remaining Directors of the Charter Board shall be allowed to ask questions of both parties;
 - 10.2.6 The complaining Director shall be allowed to make final comments; and
 - 10.2.7 The respondent Director shall be allowed to make final comments.
 - 10.3 Following the presentation of the parties' respective positions, the parties and all persons other than the remaining Directors who do not have a conflict of interest must leave the room, and the remaining Directors shall deliberate in private, without assistance from administration. The Charter Board may, however, at its discretion, call upon legal advisors to assist them on points of law or the drafting of a resolution.
 - 10.4 If the remaining Directors in deliberation require further information or clarification, the parties shall be reconvened, and the requests made in both parties' presence. If the information is not readily available, the presiding Chair may request a recess or, if necessary, an adjournment of the Director Code of Conduct hearing to a later date.
 - 10.5 In the case of an adjournment, no discussion whatsoever by Directors of the matters heard at the Director Code of Conduct hearing may occur until the meeting is reconvened.
 - 10.6 The remaining Directors, in deliberation, may draft a resolution indicating what action may be taken regarding the respondent Director.
 - 10.7 The presiding Chair shall reconvene the parties to the Director Code of Conduct hearing and request a motion to revert to the open meeting to pass the resolution.
 - 10.8 All documentation related to the Director Code of Conduct hearing shall be returned to the Superintendent or designate immediately after the Director Code of Conduct hearing and shall be retained according to legal requirements.
 - 10.9 The presiding Chair shall declare the special Charter Board meeting adjourned.
11. A violation of the Director Code of Conduct may result in the Charter Board instituting, without limiting what follows, any or all of the following sanctions:
 - 11.1 Having the Charter Board Chair write a letter of censure marked "personal and confidential" to the offending Director, on the approval of a majority of those Directors present and allowed to vote at the special meeting of the Charter Board;
 - 11.2 Having a motion of censure passed by a majority of those Directors present and allowed to vote at the special meeting of the Charter Board;
 - 11.3 Having a motion to remove the offending Director from one (1), some or all Charter Board committees or other appointments of the Charter Board passed by a majority

of those Directors present, excluding the offending Director, and allowed to vote at the special meeting of the Charter Board;

11.4 Having a motion to terminate the offending Director's membership on the Charter Board passed unanimously by those Directors present and allowed to vote at the Charter Board's special meeting.

12. Notwithstanding, the Director may be removed from office by the passage of a special resolution at a Special Meeting of the Society.

13. The Charter Board may, at its discretion, make public its findings at the special meeting or at a regular meeting of the Charter Board where the Charter Board has not upheld the complaint alleging a violation of the Charter Board's Director Code of Conduct or where there has been a withdrawal of the complaint or under any other circumstances that the Charter Board deems reasonable and appropriate to indicate its disposition of the complaint publicly.

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