



POLICY 3 – ROLE OF THE DIRECTOR

PREAMBLE

The role of the Foundations for the Future Charter Academy (FFCA) Board Director is to contribute to the Board as it carries out its mandate to achieve its core purpose. The Oath of Office sworn or affirmed by each Director when they assume office binds that person to work diligently and faithfully in the cause of public charter education.

Individual Directors exercise an effective decision-making role in the context of corporate action. Their powers exist only as part of the Board in this decision-making role.

Unless granted specific authority by Board motion to act on behalf of the Board, an individual Director has only the authority and status of any other Society member. Individual Directors do not have the authority to direct the Superintendent or staff.

The Board may, by way of motion, grant an Individual Director to act on behalf of the Board, in which case the Individual Director may act as an agent of the Board within the scope of authority granted by the motion. In such cases, the Director's actions are those of the Board.

SPECIFIC RESPONSIBILITIES

In carrying out their role, each Board Director shall be responsible for all matters indicated below and shall:

1. Become familiar with Society bylaws, Board Policies and Administrative Procedures, meeting agendas and reports to participate in Board business;
2. Abide by the fiduciary responsibility to FFCA to act in the best interests of FFCA, meaning that the Director must place FFCA interests ahead of all other interests when serving and acting in the Director role;
3. Vote on every Board motion, unless there is a conflict of interest in which case the Director shall disclose the Interest as outlined herein;
4. Support a majority vote of the Board as if the vote had been unanimous;
5. Provide for the engagement of parents, students and the community in matters related to education at FFCA;
6. Respectfully bring forward and advocate for issues and concerns that are relevant to the purpose of the Board, the interests of Society Members as members of the Society, and the interests of students as related to their education;
7. Refer matters not covered by Board policy but requiring a corporate decision to the Board for discussion;
8. Refer administrative and operational matters to the Superintendent and work to maintain the division between governance and operational responsibilities;

9. Upon receiving a complaint or an inquiry from a parent, staff member or community member about operations, refer the parent, staff member or community member back to the teacher, principal educator or department and inform the Superintendent or designate of this action as per FFCA's "Being Heard" document;
10. Keep the Superintendent and the Board informed in a timely manner of all material matters coming to their attention that might affect FFCA. Personnel matters are to be brought to the attention of the Superintendent only;
11. Attend Board meetings, working sessions and committee meetings as assigned, having reviewed all applicable materials and being prepared to participate in and contribute to the decisions of the Charter Board to work towards the best solutions possible for education within FFCA;
12. When delegated responsibility, will exercise such authority within the defined terms of reference responsibly and effectively;
13. Be committed to continually developing themselves and growing in their role. This includes participating in a minimum of one developmental workshop/course/session per year relating to the Board/Director's responsibilities to enhance the FFCA quality of leadership and service;
14. Be mindful of provincial, national and international educational issues and trends;
15. Share the materials and ideas gained with fellow Directors at a Board meeting following a Director development activity;
16. Strive to develop a positive and respectful learning and working culture both within the Board and FFCA;
17. Attend FFCA functions and events when designated or formally invited as a Board representative and where reasonably possible;
18. Become familiar with and adhere to the Director Code of Conduct;
19. Report any known violation of the Director Code of Conduct to the Board Chair or, where applicable, to the Vice-Chair.

ORIENTATION

As a result of elections and appointments, the Board may experience changes in membership. To ensure continuity and facilitate the smooth transition from one Charter Board to the next, the Board believes an orientation program is necessary for effective Directorship. Directors must attend all aspects of the orientation program.

1. After each election, the returning Directors will host a preliminary orientation session for newly elected Directors and any newly appointed Directors before the Organizational Meeting, including a review of and an expression of interest in Board assignments and committees.
2. As part of the orientation, the returning Directors will brief the newly elected Directors on:
 - 2.1 The role of the Director and the Board;
 - 2.2 Board policies, agendas and minutes;

- 2.3 Organizational structures and practices of FFCA;
 - 2.4 Existing FFCA initiatives, annual reports, budgets, financial statements, short-term priorities and long-range plans;
 - 2.5 FFCA programs and services;
 - 2.6 The Board's function as an appeal body;
 - 2.7 Statutory and regulatory requirements, including responsibilities concerning conflict of interest;
 - 2.8 Director remuneration and expenses; and
 - 2.9 FFCA's history and guiding principles.
- 3. The orientation program may also include the following:
 - 3.1 A tour of FFCA's Central Office and the opportunity to meet FFCA office staff; and
 - 3.2 A tour of the campuses and the opportunity to meet principals and staff.
 - 4. The Superintendent is responsible for supporting the development and implementation of FFCA's orientation session for Directors.
 - 5. FFCA will provide reasonable support within the Board governance budget for Directors attending TAAPCS meetings and events.
 - 6. Returning Directors will support newly elected Directors in becoming informed about history, functions, policies, procedures, and issues.

DISCLOSING A CONFLICT OF INTEREST

- 1. When a Director (who is present) has a pecuniary (financial) interest in a matter before the Board (including a committee to which the Director is appointed as a representative of the Board), then the Director must:
 - 1.1 Disclose the general nature of the pecuniary interest prior to any discussion of that matter;
 - 1.2 Abstain from voting on any question relating to that matter;
 - 1.3 Abstain from discussing that matter; and,
 - 1.4 Leave the forum or room where the meeting is being held until the discussion and voting on that matter is finished.
- 2. If the Director was temporarily absent from a meeting when that matter was introduced, the Director shall disclose the general nature of the Director's pecuniary interest in that matter immediately and then comply with 1.4.
- 3. The disclosure of the Director's pecuniary interest and the Director's abstention from any vote on that matter shall be recorded in the minutes of the meeting.

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 Revision Dates: May 13, 2020; November 22, 2023
 References: Education Act
 Commissioner of Oaths Act, Section 6

SERVICES, MATERIALS AND EQUIPMENT PROVIDED TO DIRECTORS

FFCA will provide Directors with the following services, materials and equipment from within the Charter Board governance budget while in office:

1. Reference access to:
 - 1.1 The Education Act, the Regulations and related documents
 - 1.2 Charter Board Policy Handbook and Administrative Procedures Manual
 - 1.3 Current FFCA documents:
 - 1.3.1 Budget
 - 1.3.2 Capital Plan
 - 1.3.3 Three-Year Education Plan/Report
 - 1.3.4 Audited Financial Statements
 - 1.3.5 Charter
 - 1.3.6 Bylaws
 - 1.4 School year and meeting calendars
 - 1.5 Current telephone listings of campuses
2. Communications/Public Relations
 - 2.1 Notification of significant media events
 - 2.2 Name tags, business cards and lapel pins
 - 2.3 Key messages as required
 - 2.4 Individual and Charter Board photographs
3. Administrative/secretarial services through the Superintendent
 - 3.1 Access to interoffice mail
 - 3.2 Conference registration, travel and accommodation arrangements
 - 3.3 E-mail address and service support
 - 3.4 Photocopying and related secretarial services
 - 3.5 Coordination of events sponsored by the Charter Board
4. Equipment
 - 4.1 FFCA may provide Directors with standard office equipment to assist in FFCA communications.
 - 4.2 At the end of their term and after reformatting, Directors may purchase the Charter Board-provided office equipment at fair market value.
 - 4.3 An outgoing Director will return the Charter Board-provided equipment within seven (7) days following an election or resignation.
 - 4.4 The Technology Department will establish a replacement program for the Charter Board-provided office equipment.
 - 4.5 The Technology Department will maintain all Charter Board-provided equipment.
 - 4.6 The Technology Department will maintain a record of equipment on loan to each Director.
 - 4.7 Directors must utilize due diligence to ensure the security of the equipment.