



Policy 7 – CHARTER BOARD OPERATIONS

The Charter Board's ability to discharge its obligations in an efficient and effective manner is dependent upon the development and implementation of a sound organization design. In order to discharge its responsibilities to the members of the Society, the Charter Board shall hold meetings as often as necessary. A quorum, which is a simple majority of the number of currently serving Directors, must be present for every duly constituted meeting. The Charter Board has adopted policies so the business of the Charter Board can be conducted in an orderly and efficient manner.

The Charter Board shall meet regularly, according to the schedule of meeting dates established annually at Organizational Meetings. The Charter Board Chair shall call or cancel meetings, as required.

The Charter Board's fundamental obligation is to preserve and enhance its Charter and the public trust in education, generally, and in the affairs of its operations in particular. Consistent with its objective to encourage FFCA stakeholders to contribute to the educational process, Charter Board meetings will be open to the public. Towards this end, the Charter Board believes its affairs must be conducted in public to the greatest extent possible and in locations that encourage stakeholder participation.

There are times when public interest is best served by private discussion of specific issues in closed sessions.

Having members of the Society make presentations at Charter Board meetings can enhance member interest.

Public forums dealing with specific educational topics can enhance communications and the effectiveness of the Charter Board.

1. Organizational Meeting

- 1.1 An Organizational Meeting of the Charter Board shall be held annually, and in an election year no later than four (4) weeks following the election of Directors. The first official meeting of the Charter Board following election of Directors shall be an Organizational Meeting.
- 1.2 The Superintendent or designate will give notice of the Organizational Meeting to each Director as if it were a Special Meeting. The Superintendent or designate shall call the meeting to order and act as Chair of the meeting for the purpose of the election of the Charter Board Chair by nomination and ranked secret ballot.
- 1.3 Each Director will take the Oath of Office immediately following the call to order of the Organizational Meeting after the election of Directors.
- 1.4 The Board will elect one (1) Director to act as Chair by ranked secret ballot. Upon election as Chair, the Charter Board Chair shall take the Oath of Office and preside over the remainder of the Organizational Meeting. The Charter Board Chair shall normally be elected for a period of one (1) year.

- 1.5 The Board shall, in addition:
 - 1.5.1 Elect one (1) Director to act as Vice-Chair by ranked secret ballot;
 - 1.5.2 Elect one (1) Director to act as Secretary by ranked secret ballot;
 - 1.5.3 May vote to delegate the duties of the Secretary through the Superintendent to a Staff member;
 - 1.5.4 Elect one (1) Director to act as Treasurer by ranked secret ballot;
 - 1.5.5 May vote to delegate the duties of the Treasurer through the Superintendent to a Staff member;
 - 1.5.6 Designate Charter Board members for Committees as defined in Policy 8.
 - 1.5.7 Appoint Charter Board representation on the various Boards or committees of organizations or agencies where the Charter Board has regular representation, as appropriate, including The Association of Alberta Public Charter Schools (TAAPCS);
 - 1.5.8 Establish an annual Charter Board calendar;
 - 1.5.9 Review Foundations for the Future (FFCA) banking arrangements;
 - 1.5.10 Review FFCA audit arrangements;
 - 1.5.11 Review the Directors' Handbook;
 - 1.5.12 Address other organizational items as required.

2. Regular Meetings

Regular Charter Board meetings will be held in accordance with the approved annual Charter Board calendar in a location and at a time set by the Executive Committee. Notices of regularly scheduled public Charter Board meetings will be posted on the FFCA website and in each campus a minimum of forty-eight (48) hours prior to the meeting.

- 2.1 All meetings will ordinarily be held on a monthly basis, excepting July and August.
- 2.2 Notwithstanding the schedule established at the Organizational Meeting, the Charter Board may, by resolution, alter the schedule in such manner as it deems appropriate.
- 2.3 All Directors shall notify the Charter Board Chair if they are unable to attend a Charter Board meeting.
- 2.4 All Directors who are absent from three (3) consecutive regular meetings shall:
 - 2.4.1 Obtain authorization in advance by resolution of the Charter Board to do so; or
 - 2.4.2 Provide to the Charter Board Chair evidence of illness in the form of a medical certificate respecting the period of absence; or
 - 2.4.3 Obtain a leave of absence (for an extended period).
 Failure to attend may result in disqualification.
- 2.5 If both the Charter Board Chair or Vice-Chair, through illness or other cause, are unable to perform the duties of the office or are absent, the Charter Board shall appoint from among its members an acting Charter Board Chair, who on being so appointed has all the powers and shall perform all the duties of the Charter Board Chair during the Charter Board Chair's and Vice-Chair's inability to act or absence.
- 2.6 Regular meetings of the Charter Board will not be held without the Superintendent and/or designate(s) in attendance, unless the Superintendent's contract is being discussed.

3. Special/Emergency Meetings

Occasionally, unanticipated or emergent issues require immediate Charter Board attention and/or action.

- 3.1 Unscheduled meetings of the Charter Board may be called by the Charter Board Chair or a majority of Directors.
- 3.2 Notice of a special meeting can be by phone, text or email.

- 3.3 Providing a quorum is present at a special meeting, the Charter Board may waive notice of a public meeting and pass resolutions that can be acted upon.
- 3.4 Any business transactions or resolutions passed, and the minutes of the meeting, must be disclosed at the next regularly called public Charter Board meeting.
- 3.5 Special meetings of the Charter Board shall be open to the public, recognizing that specific agenda matters may be held in closed session.
- 3.6 Special meetings of the Charter Board will not be held without the Superintendent and/or designate(s) in attendance, unless the Superintendent's contract is being discussed.

4. Participation in Regular or Special Meetings by Electronic Means

In accordance with the relevant section(s) of the School Act, the Charter Board may hold a meeting using electronic means or other communication facilities. The means used must enable each Director participating in the meeting and any members of the public attending the meeting to hear all the other Directors. Directors participating in such meetings by electronic means or other communication facilities are deemed to be present at the meeting.

- 4.1 At least one (1) of the following persons named in each of 4.2.1 and 4.2.2 must be present at the Charter Board office during the meeting:
 - 4.1.1 A member of the Charter Board;
 - 4.1.2 The Superintendent or designate.
- 4.2 Reasonable steps must be taken to notify the public of locations from which members of the public may participate.
- 4.3 A Director may participate from a location to which the public does not have access.
- 4.4 A Director must ensure the means and location used to participate in the meeting will allow moving into closed session and will meet all requirements of a closed session.
- 4.5 A Director wishing to participate in a regular or special meeting by electronic means must give 24 hours' notice of same.
- 4.6 Participation from outside the boundaries of Calgary for more than one (1) meeting consecutively is at the discretion of the Charter Board by resolution.

5. Closed Sessions

The Bylaws of the FFCA Charter School Society defines the term "Closed Session" to mean a meeting of the Board at which sensitive/confidential issues (e.g. related to personnel, legal, property) may be considered. The terms "private", "executive session", and "in-camera" are synonymous with "Closed Session".

The preservation and enhancement of the public's trust in the educational system is an important priority of the Charter Board. The Charter Board believes that public trust is preserved by conducting open Charter Board meetings. Notwithstanding this belief, occasionally matters of unusual sensitivity require the Charter Board to hold closed sessions.

- 5.1 The Charter Board may, by resolution, schedule a closed meeting at a time or place agreeable to the Charter Board or recess a meeting in progress for the purpose of meeting in closed session. Such resolutions shall be recorded in the minutes of the Charter Board and shall specify those individuals eligible to attend in addition to Directors and the Superintendent.
- 5.2 The Board may convene in closed session only to discuss matters of a sensitive nature, including:
 - 5.2.1 Personnel
 - 5.2.1.1 Individual students;
 - 5.2.1.2 Individual employees;

- 5.2.2 Matters relating to negotiations;
 - 5.2.3 Acquisition/disposal of real property;
 - 5.2.4 Litigation brought by or against the Charter Board;
 - 5.2.5 Other topics that a majority of the Directors present feel should be held in private, in the public interest.
- 5.3 Such sessions shall be closed to the public and press. The Charter Board shall only discuss the matter(s) that gave rise to the closed meeting. Charter Board members and other persons attending the session shall maintain confidentiality and shall not disclose the details of the discussion at such sessions.
- 5.4 The Charter Board shall, during the closed session, adopt only such resolution as is required to reconvene the Charter Board in an open, public meeting.
- 5.5 The resolution (motion) to go into closed session and the resolution to revert to a regular meeting must both be recorded in the minutes of the regular meeting.
- 5.6 Once the Charter Board reverts to a regular meeting, any decision reached during the closed session must be ratified by resolution. The wording of such resolution must not inappropriately reveal confidential or personal information.

6. Agenda for Regular Meetings

The Superintendent is responsible for preparing an agenda for Charter Board meetings in consultation with the Charter Board Chair and the Vice-Chair.

- 6.1 The order of business will be established by the Executive Committee and may include:
- 6.1.1 Call to order;
 - 6.1.2 Closed session (if necessary);
 - 6.1.3 Approval of agenda;
 - 6.1.4 Approval of consent agenda;
 - 6.1.5 Approval of minutes and electronic votes of the Charter Board;
 - 6.1.6 Business arising;
 - 6.1.7 Appointments/delegations;
 - 6.1.8 Action items;
 - 6.1.9 Discussion items;
 - 6.1.10 Policies;
 - 6.1.11 Administrative Procedures under review;
 - 6.1.12 Reports and information items;
 - 6.1.13 Open to gallery;
 - 6.1.14 Charter Board Chair's remarks;
 - 6.1.15 Adjournment.
- Items scheduled for a specific time shall be clearly identified on the agenda.
- 6.2 The agenda will be supported by copies of letters, reports, contracts and other materials as are pertinent to the business that will come before the Charter Board and will be of value to the Charter Board in the performance of its duties. Each action item will include a clear recommendation.
- 6.3 Items may be placed on the agenda in one (1) of the following ways:
- 6.3.1 By submitting a request to the Charter Board Chair or Superintendent at least eight (8) calendar days prior to the Charter Board meeting;
 - 6.3.2 By notice of motion at the previous meeting of the Charter Board;
 - 6.3.3 As a request from a committee of the Charter Board.
- 6.4 The agenda package, containing the agenda and supporting information, will be provided to each Director at least forty-eight (48) hours prior to the Charter Board meeting. Subsequently, information may be provided at the meeting; and further, the

- Superintendent shall advise the Charter Board Chair regarding the emergent nature of such information.
- 6.5 The Charter Board will follow the order of business set by the agenda unless the order is altered or new items are added by agreement of the Charter Board.
 - 6.6 During the course of the Charter Board meeting, the majority of Directors present may amend the agenda and place items before the Charter Board for discussion. The Charter Board may take action on such items.
 - 6.7 Agendas for all regularly scheduled public Charter Board meetings will be made available a minimum of forty-eight (48) hours prior to the meeting.
 - 6.8 Agenda packages may be made available to the public.
7. Minutes for Regular or Emergency Meetings
- The Charter Board shall maintain and preserve by means of minutes a record of its proceedings and resolutions.
- 7.1 The minutes shall record:
 - 7.1.1 Date, time and place of meeting;
 - 7.1.2 Type of meeting;
 - 7.1.3 Name of presiding officer;
 - 7.1.4 Names of Directors, staff and gallery in attendance;
 - 7.1.5 Approval of preceding minutes;
 - 7.1.6 All resolutions, including the Charter Board's disposition of the same, placed before the Charter Board, are to be entered in full;
 - 7.1.6.1 The numbering of motions is to be by date (year/month/day) and then by when the motion arose in the meeting (1, 2, 3 ...);
 - 7.1.7 Names of persons making the motions;
 - 7.1.8 A brief summary with sufficient background material to ensure that the Board's intent is clear;
 - 7.1.9 Points of order and appeals;
 - 7.1.10 Appointments;
 - 7.1.11 Public announcements;
 - 7.1.12 Receipt of written reports of committees, including a copy of the written reports in the format detailed in Appendix 1;
 - 7.1.13 The vote on all motions;
 - 7.1.14 Whenever a counted or recorded vote is requested in accordance with this policy, the requested information will be published.
 - 7.1.15 Policies as read.
 - 7.1.16 Departure and re-entry times of Directors (when absent for a vote on a motion); and
 - 7.1.17 The time of adjournment.
 - 7.2 The minutes shall:
 - 7.2.1 Be prepared as directed by the Society's Secretary, unless the duties of the Secretary have been delegated to a Staff member, in which case, as directed by the Superintendent who may consult with the Society's Secretary;
 - 7.2.2 Be reviewed by the Superintendent prior to submission to the Charter Board;
 - 7.2.3 Be considered an unofficial record of proceedings until such time as adopted by a resolution of the Charter Board; and
 - 7.2.4 Upon adoption by the Charter Board, be deemed to be the official and sole record of the Charter Board's business.

- 7.3 The Superintendent or designate shall ensure, upon acceptance by the Charter Board, that appropriate initials are affixed to each page of the minutes and that appropriate signatures are affixed to the last page of the minutes.
- 7.4 The Superintendent or designate will establish and maintain a file of all Charter Board minutes.
- 7.5 As part of its ongoing effort to keep staff and Society members fully informed concerning its affairs and actions, the Charter Board expects the Superintendent to institute and maintain effective and appropriate procedures for the prompt dissemination of information about decisions made at all Charter Board meetings.
- 7.6 Unofficial minutes will be made publicly available within two (2) weeks of each meeting.
- 7.7 The approved minutes of a regular or emergency meeting shall be posted to the FFCA website as soon as possible following approval. The Superintendent or designate is responsible to distribute and post the approved minutes.

8. Motions

- 8.1 Notice of Motion

The notice of motion serves the purpose of officially putting an item on the agenda of the next or future regular meeting and gives notice to all Directors of the item to be discussed. A notice of motion is not debatable and may not be voted on.
- 8.2 Discussion on Motions

The custom of addressing comments to the Charter Board Chair is to be followed by all persons in attendance.

A Charter Board motion or a recommendation from the Superintendent must generally be placed before the Charter Board prior to any discussion taking place on an issue. Once a motion is before the Charter Board and until it is passed or defeated, all speakers shall confine their remarks to the motion or to the information pertinent to the motion. Motions may be submitted by any Director, including the Charter Board Chair.
- 8.3 Speaking to the Motion

The mover of a motion speaks first, and every Director shall have an opportunity to speak to the motion.

The Charter Board Chair will normally speak just prior to the last speaker who will be the mover of the motion.

The mover of the motion is permitted to close debate on the motion.

As a general guide, a Director is not to speak longer than five (5) minutes on any motion. The Charter Board Chair has the responsibility to limit the discussion by a Director when such a discussion is repetitive or digresses from the topic at hand, or where discussion takes place prior to the acceptance of a motion.

No one shall interrupt a speaker, unless it is to ask for important clarification of the speaker's remarks, and any such interruption shall not be permitted without permission of the Charter Board Chair.

When a Director arrives at the meeting after a motion has been made and prior to taking a vote, the Director may request further discussion prior to the vote. The Charter Board Chair shall rule on further discussion.
- 8.4 Reading of the Motion

A Director may require the motion under discussion to be read at any time during the debate, except when a Director is speaking.
- 8.5 Counted Vote

Whenever a counted vote is requested by any one (1) Director immediately after a vote is taken, the minutes shall record the number of Directors who voted for and against the matter.

8.6 Recorded Vote

Whenever a recorded vote is requested by at least two (2) Directors before the vote is taken, the minutes shall record the names of the Directors who voted for or against the matter. Immediately after a vote is taken and on the request of a Director, the minutes shall record the name of that Director and whether that Director voted for or against the matter.

8.7 Required Votes

The Charter Board Chair and all Directors present, unless excused by resolution of the Charter Board or by the provisions of the School Act or FFCA bylaws, shall vote on each question. Directors' votes have equal weight. Each question shall be decided by a majority of the votes of those Directors present. A simple majority of a quorum of the Charter Board will decide in favour of the question. In the case of an equality of votes, the question is defeated. A vote on a question shall be taken by open vote, expressed by show of hands, except the vote to elect the Charter Board Chair or Vice-Chair, which is by ranked secret ballot.

8.8 Debate

In all debate, any matter of procedure in dispute shall be settled, if possible, by reference to Parliamentary Procedure at a Glance (O. Garfield Jones). If this reference is inadequate, procedure may be determined by motion supported by the majority of Directors in attendance.

8.9 Motion to Refer

If a motion needs to be discussed much more informally or at greater length than is possible in a regular meeting, the Charter Board may refer the motion for further consideration to an existing or a new committee under the guidance of Policy 8. Any such motion should specify the committee to refer the motion to and instructions on when the Charter Board expects to receive a written report of recommendations for and/or amendments to the motion in the format detailed in Appendix 1.

9. Delegations at Charter Board Meetings

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.

9.1 Requests to make presentations to the Charter Board will be by written submission to the Charter Board Chair and/or the Superintendent.

9.2 The Executive Committee will decide the appropriateness of the delegation's request to be placed on the Charter Board agenda.

9.2.1 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.

9.3 The Executive Committee will determine if the presentation to the Charter Board is to be held in public or in closed session.

9.3.1 Matters pertaining to personnel and legal and property issues will be considered in closed session.

9.4 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.

- 9.4.1 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.
- 9.5 Relevant background information and other perspectives related to the delegation's presentation will be prepared by the Superintendent for distribution to the Charter Board.
- 9.6 The spokesperson will be notified at least one (1) week in advance regarding the placement of his/her item on the agenda and of the time allotted for the presentation.
- 9.7 The spokesperson will be notified if the Charter Board intends to address the delegation's issue at a subsequent meeting.
- 9.8 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 information prior to the delegation appearing before the Charter Board.

10. Audio/Video Recording Devices

The Charter Board expects that anyone wanting to use recording devices at a public Charter Board meeting shall obtain prior approval of the Charter Board Chair.

11. Director Honoraria and Expenses

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. FFCA will recognize the contributions made by Directors through the provision of honoraria as allowed by Section 60(2)(e) of the School Act. These honoraria are wholly gratuitous in nature and neither the board as a group, nor any individual of the board, will have the ability to enforce payment of these honoraria by legal suit. As such, honoraria of this nature do not qualify as remuneration for which Charter Board members shall not receive under Charter Schools Regulation 12(6).

- 11.1 For time spent attending to Charter Board-directed business, Directors will be eligible to receive honoraria based on the following:

Honorarium Schedule (effective November 19, 2014)	
Per Diem Honorarium	\$40 for a meeting (of up to 2 hours) \$75 for a meeting (of up to 4 hours)
	\$150 for a full-day meeting (of more than 4 hours) \$225 for an extended day (of more than 8 hours)
Chairman's Honorarium	\$4,500 per year plus meeting per diem
Vice-Chair's Honorarium	\$2,250 per year plus meeting per diem

- 11.2 Directors will be eligible to receive honoraria for attendance at the following Board-directed activities:
- 11.2.1 Regular and special meetings of the Charter Board;
- 11.2.2 Committee meetings of the Charter Board;
- 11.2.3 Authorized workshops, conventions, and retreats;
- 11.2.4 School Council meetings;
- 11.2.5 Other Charter Board-directed meetings and activities.
- 11.3 Directors have the option to waive honoraria.
- 11.4 Directors will not receive honoraria for activities of a service orientation.
- 11.5 Directors will group meeting hours into 2 hour, ½ day, full-day or extended day units.
- 11.6 Payment of honoraria will be made monthly following submission and approval of the appropriate forms.

- 11.7 For the purpose of the Income Tax Act, honoraria paid to Directors will be included in the computation of Directors' taxable income.
- 11.8 Mileage based on the Canadian Revenue Agency (CRA) rate, set in September, and other expenses may be reimbursed on submission of appropriate forms and receipts (if applicable).

12. Director Conflict of Interest

The Director is directly responsible to the Society membership and to the Charter Board. Upon election to office and annually thereafter, the Director must complete a disclosure of personal interest statement and accept a position of public trust as required by Section 81 of the *School Act* as follows:

- 81 (1) *Each trustee of a board shall file with the board's secretary a statement showing*
- (a) *the names and employment of the trustee and the trustee's spouse or adult interdependent partner and children,*
 - (b) *the names of the corporations, partnerships, firms, governments or persons in which the trustee has a pecuniary interest, and*
 - (c) *the names of the corporations, partnerships, firms, governments or persons in which the trustee's spouse or adult interdependent partner or children under 18 years of age have a pecuniary interest.*
- (2) *The board's secretary shall*
- (a) *compile a list of all the names reported on the statements filed with the secretary, and*
 - (b) *provide a copy of the list to*
 - (i) *all the trustees of the board, and*
 - (ii) *the officials and employees of the board that the board directs shall receive a copy.*

The Director is expected to act in a manner which will enhance the trust accorded the Director and, through the Director, the trust accorded to the Charter Board. The Charter Board is of the firm conviction that its ability to discharge its obligations is dependent upon the trust and confidence of the Society membership in its Charter Board and in its Director members. Therefore, the Charter Board believes in the requirement to declare conflict of interest.

- 12.1 The Director is expected to be conversant with the relevant sections of the School Act.
- 12.2 The Director is responsible for declaring him/herself to be in possible conflict of interest.
 - 12.2.1 The Director shall make such declaration in open meeting prior to Charter Board or committee discussion of the subject matter which may place the Director in conflict of interest.
 - 12.2.2 Following the declaration of conflict of interest by a Director, all debate and action shall cease until the Director has left the room.
- 12.3 It shall be the responsibility of the Director in conflict to absent him/herself from the meeting in accordance with the requirements of the School Act and ensure that his/her declaration and absence is properly recorded within the minutes.
- 12.4 The recording secretary will record in the minutes:
 - 12.4.1 The Director's declaration;
 - 12.4.2 The Director's abstention from the debate and the vote; and
 - 12.4.3 That the Director left the room in which the meeting was held.

13. Charter Board Performance Review

The Charter Board performance review shall be undertaken in conjunction with the Superintendent evaluation to reinforce alignment of purpose.

Approved: May 16, 2017

Legal Reference: Section 36, 60, 75, 80, 81, 82 except subsections (1)(a) and (2), 83, 145 School Act
Section 9 Societies Act
Charter School Regulation
Income Tax Act (Canada)
FFCA Bylaws 5.4, 5.5, 5.8, 8.4, 8.5

Policy 7 – Appendix 1 Committee Report Template



**[Name of Committee]
Committee Report**
[Month and Year of Report]

[Month and Year of Report] [Month and Year of Report]

[Name of Board Chairperson]
Chairperson, The FFCA Charter School Society

Dear Chairperson [Surname of Board Chairperson]:

The [Ad hoc / Standing] [Name of Committee]
submits the following report to the Board in accordance with General
Requirement 10 of Policy 8 – CHARTER BOARD COMMITTEES.

Sincerely,

[Name of Director], Director
Chair, [Name of Committee]

c. [Name of Deputy Secretary if Applicable], [Title if Applicable]
Deputy Secretary, The FFCA Charter School Society

c. [Name of Society Secretary], Director
Secretary, The FFCA Charter School Society

Committee Mandate

[If this is an Ad hoc Committee, reference the motion that created it as well as any motions that extended its term. If this is a Standing Committee, insert an Executive Summary of its Terms of Reference]

Committee Members

[Name of Director], Director
Chair

[Member], [Director / Society Member / Society Associate Member / Community Member]
Secretary

[Member], [Director / Society Member / Society Associate Member / Community Member]
Member

Committee Meetings

The Committee met on [Date] [Roll Call if members were absent].

Summary of Discussions

The committee discussed the following:

- [Itemized summary]

Summary of [Resolutions / Recommendations]

[YY]/[MM]/[DD]:[Resolution / Recommendation #] [Resolution / Recommendation]