

#02 Role of Board

BOARD POLICY

Board Approval: February 26, 2019
Effective Date: March 1, 2019
Amendment Dates: N/A
Review Dates: March 1, 2021

PURPOSE

The purpose of this policy is to articulate the governance function of the Board of HLG. Good governance is recognized as a critical function of Student success and organizational goal achievement.

DEFINITIONS

AGMs – the Annual General Meetings of HLG

Board – the Boards of Governors / Directors of HLG

Chief Executive Officer (CEO) – the head of operations of HLG

Director – an individual member of the Board, appointed for a minimum of one year at the Annual General Meeting, who assists with the governance functions of HLG

HLG – Headwater Learning Group, the term for three independent charitable organizations: Calgary Academy Society, Headwater Learning Foundation, and Headwater Learning Solutions Foundation

School – Calgary Academy

Stakeholders – representatives, students, parents, community members or individuals who share a common interest in HLG

Student – student enrolled in Calgary Academy

GUIDELINES

1. The Board operates according to the respective bylaws of HLG as approved or amended annually at the AGMs and are in accordance with the Societies Act, RSA 2000, c. S-
2. The HLG Boards may develop and approve terms of reference for operation of committees of the Board (Appendix A).
3. Directors provide strategic direction to HLG and are collectively accountable for the results.
4. Directors are accountable for:
 - a) **Student Learning** – establishment of vision, mission, values, beliefs; approval of the strategic plan and results report; establishment of priorities and monitor achievement.
 - b) **Fiscal Responsibility** – approval of annual budgets; approval of tuition, transportation, and supplemental fee structure; stewarding of audit process and receiving audit report annually; establishment of financial priorities (including significant fundraising campaigns) and providing overall financial oversight.
 - c) **Policy Development** – policy development guidance to the CEO; approval and amendment of policies as required.

- d) **Facility Modernization/Maintenance** –guidance to and oversight of maintenance of facility; development and approval of strategy for facility modernization.
 - e) **Board Development** – commitment to professional learning as a governance team; development, and amendment as required, of a Board annual work plan (Appendix B).
 - f) **Political Advocacy/Stakeholder Engagement** – identification and action of advocacy goals of the Board; development of opportunities to engage with Stakeholders of HLG.
5. Directors are accountable to:
- a) Stakeholders;
 - b) the Alberta government through its representative, the Minister of Education; and
 - c) the Board.
6. The Board is accountable for recruitment, hiring and the annual performance assessment of the CEO.
7. The Board delegates the execution of strategic direction and operational functions to the CEO.
8. Each Director shall conduct themselves with a high level of integrity and in accordance with ethical standards in all applicable legislation.
9. The Board chair shall approve agendas and facilitate meetings of the Board unless delegated otherwise.
10. The AGMs are held annually in June, and include the appointment of new Directors, appointment of auditors, and confirmation of respective bylaws.
11. Committee and Board meetings shall be held five times annually within the School operating year and each Director shall serve on at least one committee of the Board.
12. The Board, with the involvement of the CEO, recruits new Directors as needed and ensures the provision of an orientation program.

REFERENCES

Private Schools Regulation, AR 190/2000

Education Act, SA 2012, c E-0.3

Societies Act, RSA 2000, c. S-14

CROSS-REFERENCE

Board Policy – Role of CEO

Board Policy – Whistleblower

APPENDIX A

HLG Boards of Directors – Working Committees Terms of Reference

COMMITTEE OF THE WHOLE

(Calgary Academy Society Board, Headwater Learning Foundation Board, Headwater Learning Solutions Foundation Board)

APPROVED FEBRUARY 28, 2017

Authority

The Committee of the Whole of the Calgary Academy Board, the Headwater Learning Foundation Board and the Headwater Learning Solutions Board provides a vehicle for discussing broad based issues, informal discussions on various matters requiring extended periods of discussion and general updates on matters requiring more time than can be allotted at a Board meeting. The Committee of the Whole can make recommendations to the Board for approval. The Committee of the Whole is not intended as a forum for the discussion of items coming forward to the regular Board Meeting.

Membership

Will include all members of the Calgary Academy Board, the Headwater Learning Foundation Board and the Headwater Learning Solutions Board. The Chair of the Board will serve as the Committee Chair. With the permission of the Chair individuals may be invited to attend the meetings for specific purposes.

The President and CEO will support the Committee in the role of Staff Lead for the Committee.

Reporting

Reports all matters requiring formal approval to the Board of Directors at each Board meeting.

Committee Responsibilities

The Committee of the Whole will review, discuss and as appropriate make recommendations to the Board regarding such matters as; Strategic initiatives, Governance including Board development and renewal, Culture, Performance Assessment, Human Resources matters and any other topics requiring the attention of the Board.

Governance Responsibilities

The Committee shall, on an annual basis, evaluate its performance and review its Terms of Reference and shall, as it considers appropriate, propose any necessary changes for approval by the Board, as required.

Term of Office

Committee members shall be members as long as they remain members of the CA, HLF and HLS Board respectively.

Committee Vice Chair

The Committee members may appoint a Committee Vice Chair from among themselves if required.

Meetings

The Committee shall meet as required or at the call of the Committee Chair. One half of the Committee members entitled to vote shall constitute a quorum. Committee members may participate in person or by any other method that permits them to hear and participate in the meeting.

Notice of the time and place of every meeting of the Committee shall be confirmed electronically at least seven days in advance of the meeting. The Board Secretary or Board Assistant, or such other person acceptable to the Committee shall act as recording secretary to attend at every Committee minutes. Minutes shall be approved by the Committee at its next meeting. Meetings shall be conducted under Robert's Rules of Order.

HUMAN RESOURCES & GOVERNANCE COMMITTEE

(Calgary Academy Society Board, Headwater Learning Foundation Board, Headwater Learning Solutions Foundation Board)

APPROVED NOVEMBER 28, 2018

Authority

The Human Resources ("HR") & Governance Committee ("HR & G") reports through the Calgary Academy Board, the Headwater Learning Foundation Board and the Headwater Learning Solutions Board and has been delegated the responsibility by these Boards to provide advice and recommendations on HR matters related to the management of human capital to ensure the organization attracts, retains, manages and supports the people needed to deliver on its mandate and business objectives and on Governance matters related to enhancing the corporate governance of the organization and ensuring compliance with relevant governance legislation and practices.

Membership

Will include one or more Board members appointed by the Board Chair. One member will serve as the Committee Chair. Other representatives serving as subject matter experts may be invited to sit on the Committee (non-voting) as determined by the Committee. A member of the staff will be appointed as Staff Lead for the Committee. The Board Chair and the Chief Executive Officer will serve as ex-officio members (non-voting).

Reporting

Reports all matters requiring formal approval to the Board of Directors at each Board meeting. Committee recommendations, motions and reports are to be submitted to the Board Secretary/Assistant in advance of each Board meeting for inclusion in the agenda.

Committee Responsibilities

HUMAN RESOURCES

The Committee will review and make recommendations to the Board regarding such matters as: recruitment of the President & CEO, performance evaluation process of the President & CEO including compensation, perquisites, incentives and benefits, the development and implementation of key human resources strategies and policies related to total compensation, recruitment and retention, development and training, diversity and labour relations, the investigation and reporting of complaints as outlined in the Whistleblower Policy and reviewing and validating compliance with respect to government legislation.

GOVERNANCE

The Committee will review and make recommendation to the Board regarding such Governance matters as; a periodic review of the organizations Core Governance Policies, Board Bylaws, Director Education and Board Committee (s) Terms of Reference. The Committee will also provide input into the Board Competency Matrix and ensure Board effectiveness through Board member evaluations and, further, with the involvement of the Board Chair lead the recruitment and orientation of new Board members as required.

Governance Responsibilities

The Committee shall, on an annual basis, evaluate its performance and review its Terms of Reference and shall, as it considers appropriate, propose any necessary changes for approval by the Board, as required.

Term of Office

Committee members shall be appointed by the Board Chair, in consultation with the CEO, annually.

Committee Vice Chair

The Committee members may appoint a Committee Vice Chair from among themselves if required.

Vacancies

The Board Chair may appoint a successor to serve for the balance of a vacated Committee member's term.

Meetings

The Committee shall meet as required or at the call of the Committee Chair. One half of the Committee members entitled to vote shall constitute a quorum. Committee members may participate in person or by any other method that permits them to hear and participate in the meeting. Notice of the time and place of every meeting of the Committee shall be confirmed electronically at least seven days in advance of the meeting. The Board Secretary or Board Assistant, or such other person acceptable to the Committee shall act as recording secretary to attend at every Committee meeting to take minutes. Minutes shall be approved by the Committee at its next meeting. Meetings shall be conducted under Robert's Rules of Order.

FACILITIES ENHANCEMENT AND MODERNIZATION COMMITTEE

(Calgary Academy Society Board, Headwater Learning Foundation Board, Headwater Learning Solutions Foundation Board)

APPROVED JUNE 20, 2017

Authority

The Facility Enhancement and Modernization Committee of the Calgary Academy Board, the Headwater Foundation Board and the Headwater Learning Solutions Board will provide oversight, make recommendations and implement policies, procedures and systems on matters related to the physical facilities and grounds and the ongoing IT upgrading and replacement program.

Membership

Will include one or more Board members appointed by the Board Chair. One member will serve as the Committee Chair. Other Community representatives serving as subject matter experts may be invited to sit on the Committee as determined by the Committee. A member of the staff will be appointed as Staff Lead

for the Committee. The Board Chair and the Chief Executive Officer will serve as ex-officio members (non-voting).

Reporting

Provides reports and updates regarding facility and IT matters to the Board of Directors at each Board meeting. Committee recommendations, motions and reports are to be submitted to the Board Secretary/Assistant in advance of each Board meeting for inclusion in the agenda.

Committee Responsibilities

The Facilities Committee will review and make recommendations to the Board concerning all matters related to the organizations physical facilities and grounds including;

- › Long range development plans
- › Campus improvements such as lighting, landscaping, playgrounds and sports fields
- › Building modernization, renovations and maintenance projects
- › Compliance with safety codes

The Committee will also review and recommend to the Board a long-term capital plan. The Facilities Committee will receive regular reports regarding the organization's IT program including planned infrastructure and platform upgrades, maintenance and the computer replacement program.

Governance Responsibilities

The Committee shall, on an annual basis, evaluate its performance and review its Terms of Reference and shall, as it considers appropriate, propose any necessary changes for approval by the Board, as required.

Committee Member Qualifications

Expertise in the area of facilities management, corporate real estate and or IT would be an asset.

Term of Office

Committee members shall be appointed by the Board Chair, in consultation with the CEO, annually.

Committee Vice Chair

The Committee members may appoint a Committee Vice Chair from amongst themselves if required.

Vacancies

The Board Chair may appoint a successor to serve for the balance of a vacated Committee members term.

Meetings

The Committee shall meet as required or at the call of the Committee Chair. One half of the Committee members entitled to vote shall constitute a quorum. Committee members may participate in person or by any other method that permits them to hear and participate in the meeting. Notice of the time and place of every meeting of the Committee shall be confirmed electronically at least seven days in advance of the meeting. The Board Secretary or Board Assistant, or such other person acceptable to the Committee shall act as recording secretary to attend at every Committee meeting to take minutes. Minutes shall be approved by the Committee at its next meeting. Meetings shall be conducted under Robert's Rules of Order.

FINANCE AND AUDIT COMMITTEE

(Calgary Academy Society Board, Headwater Learning Foundation Board, Headwater Learning Solutions Foundations Board)

APPROVED SEPTEMBER 20, 2017

Authority

The Finance and Audit Committee of the Calgary Academy Board, the Headwater Foundation Board and the Headwater Learning Solutions Board will provide oversight, make recommendations and implement policies, procedures and systems in order to safeguard the assets, investments, financial information, reporting and systems of the organization.

Membership

Will include one or more Board members appointed by the Board Chair. One member will serve as the Committee Chair. Other Community representatives serving as subject matter experts may be invited to sit on the Committee as determined by the Committee. A member of the staff will be appointed as Staff Lead for the Committee. The Board Chair and the Chief Executive Officer will serve as ex-officio members (non-voting).

Reporting

Reports financial matters to the Board of Directors at each Board meeting. Committee recommendations, motions and reports are to be submitted to the Board Secretary/Assistant in advance of each Board meeting for inclusion in the agenda.

Committee Responsibilities

The Finance and Audit Committee will review and make recommendations to the Board concerning the oversight of investments, insurance, financial systems and internal controls, annual budgets and reconciliation reports, quarterly financial statements, audited annual financial statements and related reports, and the appointment of auditors. They will communicate and coordinate with the appointed auditors with respect to audit scope, fees, financial statements and letters of recommendation and will recommend to the Board the approval of the organization's annual audited financial statements.

The Finance and Audit Committee will review and make recommendations to the Board on the areas of potential organizational and financial risk to the organization and the steps that management has taken to mitigate such risks.

Governance Responsibilities

The Committee shall, on an annual basis, evaluate its performance and review its Terms of Reference and shall, as it considers appropriate, propose any necessary changes for approval by the Board, as required.

Committee Member Qualifications

Members of the Committee must be independent and financially literate. At least one member must have accounting or related financial expertise. Committee members should be able to read, comprehend and analyze financial statements and related notes and understand the concept of risk management.

Term of Office

Committee members shall be appointed by the Board Chair, in consultation with the CEO, annually.

Committee Vice Chair

The Committee members may appoint a Committee Vice Chair from among themselves if required.

Vacancies

The Board Chair may appoint a successor to serve for the balance of a vacated Committee members term.

Meetings

The Committee shall meet as required or at the call of the Committee Chair. One half of the Committee members entitled to vote shall constitute a quorum. Committee members may participate in person or by any other method that permits them to hear and participate in the meeting.

Notice of the time and place of every meeting of the Committee shall be confirmed electronically at least seven days in advance of the meeting. The Board Secretary or Board Assistant, or such other person acceptable to the Committee shall act as recording secretary to attend at every Committee meeting to take minutes. Minutes shall be approved by the Committee at its next meeting. Meetings shall be conducted under Robert's Rules of Order.