

#02 Role of Board

BOARD POLICY

Board Approval: February 26, 2019
Effective Date: March 1, 2019
Review Date: May 29, 2024
Scheduled Review Date: May 29, 2027

PURPOSE

Effective 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 Directors of CA, HLF and HLS, otherwise known as the Headwater Learning Group (HLG)

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

Board 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 – Employees, Representatives, Students, Parents, community members, and individuals who share a common interest in HLG

Student – student enrolled in Calgary Academy

GUIDELINES

1. The HLG Board of Directors provides strategic direction to HLG and are collectively accountable for the results.
2. Directors shall conduct themselves with a high level of integrity and in accordance with ethical standards in all applicable legislation.
3. 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 monitoring 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** – provide policy development guidance to the CEO; approval, review and amendment of policies as required.

- d) **Strategic Planning** – participate in the development and approval of draft strategic plans by integrating or differentiating the strategic interests of the Calgary Academy Society, Headwater Learning Foundation, and Headwater Learning Solutions Foundation for optimization of outcomes.
 - e) **Reporting** – participate in the approval process of the Annual Education Result Report (AERR).
4. Directors are accountable to Stakeholders, the Alberta government, through its representative, and the Board.
 5. The Board operates according to the respective By-laws of HLG as approved or amended annually at the AGMs and are in accordance with the Societies Act.
 6. The HLG Boards may develop and approve terms of reference for operation of committees of the Board (Appendix A). These committees include, but are not limited to:
 - a) **Facility Enhancement and Modernization** – provide oversight, make recommendations and implement policies, procedures and systems on matters related to the physical facilities and grounds.
 - b) **Finance and Audit** – provide oversight, make recommendations and implement policies, procedures and systems in order to safeguard the assets, investments, financial information, reporting and Information Technology (“IT”) systems of the organization.
 - c) **Human Resources and Governance** – provide advice and recommendations on HR matters to ensure the organization attracts, retains, manages and supports the people needed to deliver on its mandate and business objectives and on matters related to enhancing the corporate governance of the organization and ensuring compliance with relevant governance legislation and practices.
 7. The Board is accountable for recruitment, hiring and the annual performance assessment of the CEO.
 8. The Board delegates the execution of strategic direction and operational functions to the CEO.
 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 By-laws.
 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

Education Act, SA 2012, c E-0.3, as amended
 Private Schools Regulation, Alta Reg 127/2022
 Societies Act, RSA 2000, c. S-14

CROSS-REFERENCE

Board Policy – Role of CEO
 Board Policy – Whistleblower
 Board Policy – Policy Development
 HLG Board Committee Terms of Reference
 Amended and Restated By-Laws of Calgary Academy Society

APPENDICES

Appendix A: Board Committee Terms of Reference

TERMS OF REFERENCE

COMMITTEE OF THE WHOLE

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

APPROVED MAY 29, 2024

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 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.

TERMS OF REFERENCE

FACILITIES ENHANCEMENT AND MODERNIZATION COMMITTEE

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

APPROVED MAY 29, 2024

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.

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 Enhancement and Modernization Committee will review and make recommendation to the Board concerning matters related to the organization's buildings and equipment, HVAC and utilities, roadways and parking, IT infrastructure, and anything else related to the physical facilities and grounds (the 'Facilities'). This includes:

- Long range renovation, development, and modernization plans
- Capital and operating budgets
- Ongoing maintenance and improvements
- EH&S and OH&S compliance

The Committee will also review and recommend to the Board a long term capital plan.

The Facilities Committee will receive regular reports regarding the organizations 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.

TERMS OF REFERENCE

FINANCE AND AUDIT COMMITTEE

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

APPROVED: MAY 29, 2024

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 Information Technology ("IT") systems of the organization. In addition, the Committee will have oversight of the organizations Philanthropy program and Capital Campaign

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.

The Finance and Audit Committee will also review and make recommendations to the Board with respect to technology and information management programs and systems, cyber security and required resources and the Philanthropy program and Capital Campaign.

The Committee also provides oversight and advice to the Capital Campaign Advisory Council.

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.

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TERMS OF REFERENCE

HUMAN RESOURCES & GOVERNANCE COMMITTEE

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

APPROVED: MAY 29, 2024

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 and providing oversight to the Indigenous Education Advisory Council.

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:

Report 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 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, succession planning, development and training, diversity, equity and inclusion 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, By-laws, 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.

The Committee also provides oversight and advice to the Indigenous Education Advisory Council

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.

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