



7.5 ROLES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

Purpose: The board of directors directs and supervises the organization's vision, strategies, and policies with a view to ensuring that G.R.I.T. Calgary Society reaches its goals and remains sustainable for the long-term.

Policy: The board of directors will direct the organization towards a sustainable future by adopting sound, ethical, and legal governance and fiscal management policies.

Board of Conduct:

As a non-profit ECS Operator at the forefront of serving children with special needs, G.R.I.T. Calgary Society's board upholds the highest ethical, moral, and legal standards.

Procedures:

The Directors are expected to bring their expertise and independent judgement to the board; actively participate in meetings, committees, and discussion; and contribute to the collective decision-making process.

Chairperson Responsibilities:

- Presides and conducts all Board Meetings
- Serves as the primary intermediary between the board and senior management
- Signs all reports, applications, claims or other documents of a like nature required from the Society by Alberta Education

Secretary Responsibilities:

- Provides notice to Members of meetings of Members and provides notice to directors of Board meetings
- Ensures there is a quorum at Board meetings
- Ensures a register of names and addresses of all Members is maintained
- Keeps accurate minutes of all Board meetings
- Carries out other duties assigned by the Board

Treasurer Responsibilities:

- Ensures a detailed account of revenues and expenditures is presented to the Board as requested
- Files the annual returns, change in Directors and Officers of the Society, amendments to the By-laws and other constating documents, and such other documents required by the Act, with the Corporate Registry
- Signs all reports, applications, claims or other documents of a like nature required from the Society by Alberta Education

Directors:

- Attend all board meetings, including no fewer than four regular meetings per year and such number of special meetings as may be required, subject, in all cases, to exceptions for personal circumstances.
- Participate actively in making decisions on behalf of the organization and to exercise their best judgement while doing so
- Put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity
- Provide professional support to the Executive Director to further the goals of the organization
- Be informed about the Society's mission, services, policies and procedures
- Advocate for the Society
- Review the Society's financial statements

Board Governance:

The Board of G.R.I.T. Calgary Society is respectful of the legislative authority granted to it as a not-for-profit educational organization and is committed, through its membership, structure, and processes, to advance the Society's mission, vision, and long-term viability. The Board accepts responsibility for all aspects of the organization, including overseeing its operations and holding the Executive Director accountable for delivering on the organization's mission. Further, the board recognizes its unwavering obligation to make decisions that are in the organization's best interests.

The Board recognizes that it holds the responsibility for appropriate fiscal management by ensuring (1) that short and long-term financial jeopardy is avoided, (2) that budget-planning assumptions are established, and (3) that financial and accounting policies are implemented. At the same time, the Board recognizes that it must also engage effectively in strategic decision-making and generative governance practices to achieve its desired organizational outcomes.

The board, and each of the directors, recognizes and is committed to a *duty of care* to the organization (that is, acting with the care, diligence and skill that a reasonably prudent person would exercise in comparable situations) and to a duty of loyalty (that is, acting honestly and in good faith in the best interests of the Society)

The Board acknowledges and supports that the employer relationship with employees, volunteers, children, families, and third-party service providers is founded upon trust and commitment to the Board's mission and activities. Individual members must therefore remain cognizant of the fundamental board principles outlined above, as well as those of neutrality and impartiality. Individuals must refrain from undertaking any activities that are perceived to be or are in conflict of interest with the Society's mission or activities.

Recognizing that good governance is the key to success of the Society's operation, the Board consistently endeavors to govern through policy leadership, which includes not only governance, policy development, and approval but also ongoing monitoring and evaluation of policy implementation, thus supporting the Board's efforts in ensuring the sustainability and continuing growth of the Society.

Definitions:

- a. Annual general Meeting (AGM) – means the Annual General Meeting of the Society
- b. Board – means the board of directors of the Society
- c. Bylaws – means the bylaws adopted by the Society
- d. Executive Director – means an individual that is employed by the Board and authorized to provide overall administrative and operational leadership for the Society
- e. Conflict of Interest – means any situation in which a board member is in a position, either real or perceived, to exercise significant influence over another and to derive unwarranted benefit from actions made in their official capacity
- f. Director – means a member of the Board
- g. Parent – means the legal guardian of the child that is enrolled in the Society

Procedures:

Good governance is recognized as a critical function of child success and organizational goal achievement. Not-for-profit independent school boards must meet legal and fiscal accountability requirements and must also ensure the sustainability and continuing development of the Society and children they serve.

The following sets forth the specific duties, responsibilities, and expectations of the Board:

Fiduciary Leadership Responsibilities:

1. Operate according to the Bylaws and in accordance with the *Societies Act*.
2. Engage in the management of the business and affairs of the Society and the operation of the Society while exercising its powers and duties in compliance with the Bylaws
3. Ensure the Board membership, the roles and specific duties of the Chair and Directors and the procedures for the meetings of the Board are consistent with the applicable sections of the Bylaws
4. Appoint a secretary and treasurer who is not the Chair or President of the Board
5. Appoint as Auditor a professional accounting firm registered under the Chartered Professional Accountants Act and authorized to perform audit engagement
6. Annually approve the budget and Audited Financial Statements

Strategic Leadership:

1. Provide strategic direction to the Society
2. Commit to the purpose of the Society in decision making, as governance leaders, to the Society's mission, values and vision
3. Acknowledge that the Board is responsible for fiscal responsibility, policy development, and Board development
4. Conduct itself with a high level of integrity and ethical standards
5. Facilitate meetings in accordance with the Bylaws

Generative Leadership:

1. Provide the resources needed to support leadership with the Senior Management Team
2. Ensure the Annual General Meeting is accessible to Parents and families with transparent communication
3. Establish Board member and leadership succession plans to strengthen the likelihood of successful transition
4. Ensure the Parents have opportunities to be involved and engaged in supporting successful outcomes

Approved by Board of Directors: August 2024