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The Charter Board commits itself and its members to conduct which meets the highest ethical standards and is commensurate with the responsibilities associated with being elected representatives of the Calgary Girls Charter School. It is expected that all personal interactions and relationships will be characterized by mutual respect, which acknowledges the dignity and affirms the worth of each person.

### **Specifically**

1. Directors shall carry out their responsibilities as detailed in Policy 3 – Role of the Director with the care, diligence and skill of a reasonably prudent person under comparable circumstances.
2. Directors shall endeavor to work with fellow Charter Board members in a spirit of harmony and cooperation in spite of differences of opinion that may arise during debate.
3. Directors shall reflect the Charter Board’s policies and resolutions when communicating with the public.
  - 3.1 Directors must accept that decisions are made on a majority or consensus basis after due deliberation and that it is the obligation of Charter Board members to abide by and support, rather than undermine.
  - 3.2 Equally, Charter Board members may not publicly (i.e., outside a closed session of the Board) or outside of the proper channels and protocols, criticize other Charter Board members or Calgary Girls Charter School staff.
4. Directors shall respect issues of a sensitive or confidential nature.
  - 4.1 Directors owe positive loyalty to the Charter Board and are never to divulge its deliberations and decisions to any outside body or person before they are made known to the staff and public through the agreed-upon channels of communication.
  - 4.2 Directors will, at all times, maintain confidentiality of the business of the Calgary Girls Charter School as appropriate. This restriction will not apply to a Director required to disclose such information by law, in which case the disclosing Director will promptly notify the Chair or the applicable Charter Board Committee of the legal requirement before such disclosure.
5. Directors shall not attempt to exercise individual authority over the Superintendent or any member of staff. In particular:
  - 5.1 Individual Directors shall not solicit nor make judgments in a public forum (i.e., outside of a closed session of the Board) of the Superintendent or individual staff member’s performance.
  - 5.2 Directors shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Board.

6. Fiduciary responsibility supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs, or acting as an individual consumer of the Calgary Girls Charter School's services.
7. Directors shall represent the Charter Board responsibly in all Charter Board-related matters with proper decorum and respect.
8. Attendance by the Directors at regular board Meetings and board working sessions is mandatory unless excused by a motion of the Board. Repeated unexcused absences, partial attendance or excessively late attendance by Directors shall be cause for disciplinary action as determined by the Board. The unexcused absence of a Director from three (3) consecutive regular meetings of the Board shall disqualify that person from remaining as a Director as per S. 82 (1)(h) of the Education Act.
9. Directors shall disclose the nature of any conflict of interest and abstain and absent themselves from discussion or voting on the matter in question in accordance with the definition of "Conflict of Interest" in Part 3, Section 80 of the Education Act.
  - 9.1 Directors may not use for personal financial nor material benefit, except under the terms of a written agreement with the Calgary Girls' School Society;
    - 9.1.1 Calgary Girls Charter School (CGCS) premises and facilities to promote or serve the interest of any non-CGCS organization;
    - 9.1.2 Or the name or insignia of CGCS;
    - 9.1.3 Or the names of its Directors or organization, to promote or serve the interests of any non-CGCS organization.
  - 9.2 Consultants who are Directors are not to do paid work for CGCS while serving on the Charter Board, unless agreed upon by the Charter Board in advance.
  - 9.3 It is the duty and responsibility of the Chair, where the possibility of a member having a conflict of interest is known or ought reasonably to have been known, to explicitly raise the matter with the Director potentially having the conflict of interest.
  - 9.4 For non-declaration of a conflict, which affects the decisions of the Charter Board, a Director may be asked to resign and the affected decisions shall be reconsidered.
10. Directors shall not use their influence to obtain employment within the organization for family members or friends.
11. Directors shall conduct themselves in a manner such that neither the organization's reputation nor its assets are put at risk.
12. Consequences for the failure of individual Directors to adhere to the Director Code of Conduct are specified in Policy 4 Appendix - Director Code of Conduct Sanctions.

Reference:

Education Act s. 26, 27, 85, 88, 90, 91(a)



**POLICY 4  
DIRECTOR CODE OF CONDUCT  
APPENDIX A: SANCTIONS AND CODE OF CONDUCT  
HEARING PROCEDURES**

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1. Directors shall conduct themselves in an ethical and prudent manner in compliance with the Director Code of Conduct, Policy 4. The failure by Directors to conduct themselves in compliance with this policy may result in the Charter Board instituting sanctions.
2. A Director who believes that a fellow Director has violated the Code of Conduct may seek resolution of the matter through appropriate conciliatory measures prior to commencing an official complaint under the Code of Conduct.
3. A Director who wishes to commence an official complaint under the Code of Conduct shall file a letter of complaint with the Charter Board Chair or Vice Chair in the absence of the Board Chair, or in cases when the complaint is about the Chair, in a timely manner and indicate the nature of the complaint and the section or sections of the Code of Conduct that are alleged to have been violated by the Director. The Director who is alleged to have violated the Code of Conduct and all other Directors shall be forwarded a copy of the letter of complaint by the Charter Board Chair or, where otherwise applicable in what follows, by the Vice-Chair, within five (5) days of receipt by the Charter Board Chair of the letter of complaint. If the complaint is with respect to the conduct of the Charter Board Chair, the letter of complaint shall be filed with the Vice- Chair.
4. When a Director files a letter of complaint and a copy of that letter of complaint is forwarded to all Directors, the filing, notification, content and nature of the complaint shall be deemed to be strictly confidential, the public disclosure of which shall be deemed to be a violation of the Code of Conduct. Public disclosure of the complaint and any resulting decision taken by the Charter Board may be disclosed by the Charter Board Chair only at the direction of the Charter Board, following the disposition of the complaint by the Charter Board at a Code of Conduct hearing.
5. To ensure that the complaint has merit to be considered and reviewed, at least one (1) other Director must provide to the Charter Board Chair within three (3) days of the notice in writing of the complaint being forwarded to all Directors a letter indicating support for having the complaint heard at a Code of Conduct hearing. Any Director who forwards such a letter of support shall not be disqualified from attending at and deliberating upon the complaint at a Code of Conduct hearing convened to hear the matter, solely for having issued such a letter.
6. Where no letter supporting a hearing is received by the Charter Board Chair in the three (3) day period referred to in section 5 above, the complaint shall not be heard. The Charter Board Chair shall notify all other Directors in writing that no further action of the Charter Board shall occur.
7. Where a letter supporting a hearing is received by the Charter Board Chair in the three (3) day period referred to in section 5 above, the Charter Board Chair shall convene, as soon as is reasonable, a

special (as per the Education Act) meeting of the Charter Board to allow the complaining Director to present his/her views of the alleged violation of the Code of Conduct.

8. At said special meeting of the Charter Board, the Charter Board Chair shall indicate, at the commencement of the meeting, the nature of the business to be transacted and that the complaint shall be heard in a closed session of the special meeting.

### **Code of Conduct Hearing Procedures**

Without limiting what appears below, the Charter Board Chair shall ensure fairness in dealing with the complaint by adhering to the following procedures:

- 8.1. The Code of Conduct complaint shall be conducted at a closed session, Code of Conduct Hearing, of a Special Charter Board Meeting convened for that purpose. The Board, at its sole discretion, may record by electronic means, the in-camera session of the Special Board Meeting. When a recording will take place, the complaining Director and the respondent Director shall be advised by the presiding Chair at the commencement of the Code of Conduct Hearing. All preliminary matters, including whether one (1) or more Directors may have a conflict of interest in hearing the presentations regarding the complaint, shall be dealt with prior to the presentation of the complaint on behalf of the complaining Director.
- 8.2. The sequence of the Code of Conduct hearing shall be:
  - 8.2.1. The complaining Director shall provide a presentation which may be written or oral or both;
  - 8.2.2. The respondent Director shall provide a presentation which may be written or oral or both;
  - 8.2.3. The complaining Director shall then be given an opportunity to reply to the respondent Director's presentation;
  - 8.2.4. The respondent Director shall then be provided a further opportunity to respond to the complaining Director's presentation and subsequent remarks;
  - 8.2.5. The remaining Directors of the Charter Board shall be given the opportunity to ask questions of both parties;
  - 8.2.6. The complaining Director shall be given the opportunity to make final comments; and
  - 8.2.7. The respondent Director shall be given the opportunity to make final comments.
- 8.3. Following the presentation of the respective positions of the parties, the parties and all persons other than the remaining Directors who do not have a conflict of interest shall be required to leave the room, and the remaining Directors shall deliberate in private, without assistance from administration. The Charter Board may, however, in its discretion, call upon legal advisors to assist them on points of law or the drafting of a possible resolution.
- 8.4. If the remaining Directors in deliberation require further information or clarification, the parties shall be reconvened and the requests made in the presence of both parties. If the information is not

readily available, the presiding Chair may request a recess or, if necessary, an adjournment of the Code of Conduct hearing to a later date.

- 8.5. In the case of an adjournment, no discussion by Directors whatsoever of the matters heard at the Code of Conduct hearing may take place until the meeting is reconvened.
- 8.6. The remaining Directors in deliberation may draft a resolution indicating what action, if any, may be taken regarding the respondent Director.
- 8.7. The presiding Chair shall reconvene the parties to the Code of Conduct hearing and request a motion to revert to the open meeting in order to pass the resolution.
- 8.8. All documentation that is related to the Code of Conduct hearing shall be returned to the Superintendent or designate immediately upon conclusion of the Code of Conduct hearing and shall be retained in accordance with legal requirements.
- 8.9. The presiding Chair shall declare the special Charter Board meeting adjourned.
9. A violation of the Code of Conduct may result in the Charter Board instituting, without limiting what follows, any or all of the following sanctions:
  - 9.1. Having the Charter Board Chair write a letter of censure marked “personal and confidential” to the offending Director, on the approval of a majority of those Directors present and allowed to vote at the special meeting of the Charter Board;
  - 9.2. Having a motion of censure passed by a majority of those Directors present and allowed to vote at the special meeting of the Charter Board;
  - 9.3. Having a motion to remove the offending Director from one (1), some or all Charter Board committees or other appointments of the Charter Board passed by a majority of those Directors present, excluding the offending Director, and allowed to vote at the special (as per the Education Act) meeting of the Charter Board;
  - 9.4. Having a motion to terminate the offending Director’s membership on the Charter Board passed by 75% of those Directors present and allowed to vote at the special meeting of the Charter Board.
10. Notwithstanding, the Director may be removed from office by the passage of a special resolution at a Special Meeting of the Society.
11. The Charter Board may, in its discretion, make public its findings at the special meeting or at a regular meeting of the Charter Board where the Charter Board has not upheld the complaint alleging a violation of the Charter Board’s Code of Conduct or where there has been a withdrawal of the complaint or under any other circumstances that the Charter Board deems reasonable and appropriate to indicate publicly its disposition of the complaint.

Reference:

Education Act, s. 26, 27, 59(1), 85, 88, 90, 91(a)