

The role of the Director is to contribute to the Charter Board as it carries out its mandate in order to achieve its mission. The oath of office taken or affirmation made by each Director when s/he assumes office binds that person to work diligently and faithfully in the general cause of public charter education and specifically CGCS.

Individual Directors exercise an effective decision-making role in the context of corporate action. A Director who is given authority by Charter Board motion to act on behalf of the Charter Board may carry out duties individually but only as an agent of the Charter Board. In such cases, the actions of the Director are those of the Charter Board, which is then responsible for them. A Director acting individually has only the authority and status of any other Society member. Individual Directors do not have the authority to direct the Superintendent or staff.

### **Specific Responsibilities of Individual Directors**

1. Become familiar with Society bylaws, Charter Board policies and administrative procedures, meeting agendas and reports in order to participate in Charter Board business.
2. Provide for the engagement of parents, students, staff and various communities.
3. Respectfully bring forward and advocate for issues and concerns.
4. Refer matters not covered by Charter Board policy, but requiring a corporate decision to the Charter Board for discussion.
5. Refer administrative matters to the Superintendent.
6. The Director, upon receiving a complaint or an inquiry from a parent, staff member or community member about operations, will refer the parent, staff member or community member back to the teacher or Principal, and will inform the Superintendent of this action.
7. Keep the Superintendent and the Charter Board informed in a timely manner of all matters coming to their attention that might affect the organization. Personnel matters are to be brought to the attention of the Superintendent only.
8. Attend Charter Board meetings, and committee meetings as assigned, prepared to participate in, and contribute to, the decisions of the Charter Board in order to provide the best solutions possible for education at the Calgary Girls Charter School.
9. Recognize their fiduciary responsibility to the organization and act in the best interest of the organization understanding that organization needs are paramount.

- 9.1 Vote on every Charter Board motion, unless there is a conflict of interest.

9.2 Support a majority vote of the Charter Board as if the vote has been unanimous.

10. When delegated responsibility, will exercise such authority within the defined terms of reference in a responsible and effective way.

11. Participate in Charter Board/Director development sessions so the quality of leadership and service in the organization can be enhanced.

12. Share the materials and ideas gained with fellow Directors at a Charter Board meeting following a Director development activity.

13. Strive to develop a positive and respectful learning and working culture both within the Charter Board and the organization.

14. Attend when possible significant School-sponsored functions/events/activities.

15. Attend staff social functions as a Charter Board representative(s) when formally invited by the Principal through the office of the Superintendent.

16. Participate in the CGCS and broader community initiatives/activities when possible to enhance the image of the School.

17. Become familiar with, and adhere to, the Director Code of Conduct.

18. Report any violation of the Director Code of Conduct to the Chair, or where applicable, to the Vice-Chair.

## **Orientation**

As a result of elections, the Charter Board may experience changes in membership. To ensure continuity and facilitate smooth transition from one Charter Board to the next following an election, Directors must be adequately briefed concerning existing Charter Board policy and practice, statutory requirements, initiatives and long-range plans.

The Charter Board believes an orientation program is necessary for effective Director service. All Directors new to the Charter Board are expected to attend all aspects of the orientation program.

1. The Charter Board will host a preliminary orientation session for all elected candidates prior to the Organizational Meeting which will include a review of, and an expression of interest in, Charter Board assignments and committees.

2. The Charter Board will offer an orientation program for all Directors that provides information on:

2.1 Role of the Director and the Charter Board; and Committee terms of reference;

2.2 Society bylaws, Charter Board policy, agendas and minutes;

2.3 Charter Document 2007, Charter Renewal Document 2012, current Strategic Plan;

2.4 Annual reports, budgets, financial statements and capital plan;

2.5 Calgary Girls Charter School calendar; and

2.6 Statutory and regulatory requirements, including responsibilities with regard to conflict of interest.

3. The orientation program may also include:

3.1 The opportunity to meet Charter Board staff.

3.2 A tour of the campus and the opportunity to meet the Principal and staff.

4. The Chair and Superintendent are responsible for ensuring the development and implementation of the orientation program for Directors.

5. Incumbent Directors are encouraged to help newly elected Directors become informed about history, functions, bylaws, policies, procedures and issues.

Reference:

Education Act s. 52, 53, 54, 75, 85, 86, 88, 89, 90, 91(a)

Section 6 Commissioner of Oaths Act



**POLICY 3**  
**ROLE OF THE DIRECTOR**  
**APPENDIX A: POTENTIAL DIRECTOR QUALIFICATIONS**

The Nominating Sub-Committee may take the following into account when evaluating a potential nominee for the Charter Board of Directors:

- Current Charter Board composition to ensure the Charter Board reflects the Society's values of inclusion and diversity
- Competencies and skills necessary for a high level of Charter Board functioning. These skills and competencies may include:
  - Financial expertise (e.g., planning, monitoring, fiscal health, stewardship of assets, legal and regulatory compliance, property and risk management)
  - Investment expertise (e.g., planning, monitoring of investment performance, safeguarding and maximizing return on assets)
  - Fundraising experience (e.g., planning and carrying out special events, cultivating prospective donors, asking for gifts personally)
  - Legal expertise (e.g., legal and regulatory compliance, risk management)
  - Property and facility management and construction (e.g., planning, monitoring significant maintenance and, capital improvements and new development)
  - Marketing (e.g., planning, monitoring the environment, positioning within the marketplace)
  - Political savvy (e.g., experience in government, or working with government in political domain)
  - Small business experience (e.g., managing a business the approximate size of our organization) ○ Personnel expertise (e.g., planning and monitoring vitality of human resources)
  - Not-for-profit management and governance (e.g., prior board experience, experience with not-for-profit sector and the distinctions of management and governance).
  - Technological expertise (e.g., expertise with learning management systems, data bases, various applications)
  - Experience or expertise in education
  - Demonstrated ability and commitment to effective collaboration in decision making



**OATH OF OFFICE**

As per Section 75 of the Education Act:

Every trustee shall:

- (a) take and subscribe to the official oath prescribed by the Oaths of Office Act before commencing the trustee’s duties, and
- (b) deposit the oath with the secretary of the board.

**Official Oath**

(2) When by a statute of Alberta, a person is required to take an official oath on:

- (a) being appointed to an office other than that of judge or justice of the peace, or
- (b) being admitted to a profession calling,

the oath shall be taken in the following form:

I, \_\_\_\_\_, swear that I will diligently, faithfully and to the best of my ability execute according to the law the office of Director of Calgary Girls School Society. So help me God.

**OR**

**Solemn Affirmation**

4(1) A person who is required by a statute of Alberta to take an oath prescribed by this Act may make a solemn affirmation instead of taking the oath.

(2) When on the administering of an oath prescribed by this Act the person about to take the oath is permitted by law to make a solemn affirmation instead of taking an oath, the person may make a solemn affirmation in the prescribed form of the oath, substituting the words “solemnly affirm” for the word “swear”, and omitting the words “So help me God”.

The oath shall be taken in the following form:

I, \_\_\_\_\_, solemnly affirm that I will diligently, faithfully and to the best of my ability execute according to law the office of Director of Calgary Girls School Society.

\_\_\_\_\_ Date \_\_\_\_\_ Signature

Reference:  
Education Act 2019  
Oaths of Office Act 2014 Rev. 02/22



### **Calgary Girls' School Society Director's Disclosure Statement**

It is the duty of each Calgary Girls Charter School Board Director to disclose personal and financial information, as required by sections 85 and 86 of the Education Act, including pecuniary interests held by them, their spouse or adult interdependent partner, or their minor children that could affect or be affected by the deliberations, decisions and business objectives of the Calgary Girls' School Society. A person has a pecuniary interest if they:

- are a shareholder, director or officer of a privately-held corporation;
- hold ten percent or more of the voting shares of a publicly-traded corporation;
- are a member of a partnership or firm; or
- are employed by a corporation, partnership, firm, government or other person.

Disclosure is to occur prior to the first regular or special Board of Directors' meeting held following each election, and annually thereafter during the term of office, at the time of the annual organizational meeting, or at any time if there are significant changes in a Director's pecuniary interests. The purpose of this disclosure is to comply with the Education Act and to ensure that all commitments made on behalf of the Calgary Girls Charter School are made in an accountable and transparent manner. An excerpt of the Education Act (sections 85 and 86) is attached for your reference.

I, \_\_\_\_\_ (Director's First and Last Name) in accordance with sections 85 and 86 of the Education Act, hereby declare the following names of my spouse or adult interdependent partner and all children, the employment of myself, my spouse or adult interdependent partner and all children and the pecuniary interests of myself, my spouse or adult interdependent partner and children under 18 years of age, that is outside the scope of my position with the Calgary Girls Charter School.

I certify that the information provided in this form is correct and is a complete disclosure of all information required in accordance with sections 85 and 86 of the Education Act.

Director's Signature: \_\_\_\_\_ Date \_\_\_\_\_

This information is being collected to ensure compliance with the Education Act. It is protected by the privacy provisions of the Freedom of Information and Protection of Privacy Act. It will be disclosed to all Directors of the Calgary Girls Charter School, to the Secretary Treasurer, and to the Superintendent of the Calgary Girls Charter School as directed by the Board of Directors, and otherwise, as required by law. If you have any questions regarding this collection, please contact the Secretary Treasurer.

Please complete the following information. If you require additional space, please attach an additional form:

	<b>Name</b>	<b>Employment Position Held and Employer Name</b>	<b>Name of Corporations, Partnerships, Firms, Governments or Persons in Which Persons Have a Pecuniary Interest</b>
<b>Director</b>			
<b>Director's Spouse or Adult Interdependent Partner</b>			
<b>Director's Children</b>			<b>Provide this information only for children under the age of 18</b>

Adapted from the Calgary Board of Education

## Division 5

### Conflict of Interest and Disqualification

#### Pecuniary interest

85(1) In this Division,

(a) “corporation”, “distributing corporation”, “shareholder”, “voting shares”, “voting rights”, “director” and “officer” have the meanings given to them in the *Business Corporations Act*; (b) “pecuniary interest” means, with respect to a person, an interest in a matter that could monetarily affect

- (i) the person,
- (ii) a corporation, other than a distributing corporation, in which the person is a shareholder, director or officer,
- (iii) a distributing corporation in which the person beneficially owns voting shares carrying at least 10% of the voting rights attached to the voting shares of the corporation or of which the person is a director or officer,
- (iv) a partnership or firm of which the person is a member, or
- (v) a corporation, partnership, firm, government or person that employs the person; (c)

“spouse” means the spouse of a married person but does not include a spouse who is living separate and apart from the person if the person and spouse have separated pursuant to a written separation agreement or if their support obligations and family property have been dealt with by a court order.

(2) For the purposes of this Division except section 86(1), the pecuniary interests of the spouse or adult interdependent partner of a person that are known to the person or of which the person reasonably should know are deemed to be the pecuniary interests of the person.

(3) For the purposes of this Division, a person does not have a pecuniary interest by reason only of any interest that the person may have

- (a) as an elector or taxpayer of the school division,
- (b) as a parent of a student or child enrolled in an early childhood services program in the school divisions,
- (c) by reason of
  - (i) the person’s appointment by the board as a director of a company incorporated for the purpose of carrying on business for and on behalf of the board, or
  - (ii) the person’s appointment as the representative of the board on any commission, committee or other body,
- (d) with respect to any allowance, honorarium, remuneration or benefit to which the person may be entitled by reason of being a trustee or an employee of a board or by reason of having been appointed by the board to a position described in clause (c),
- (e) by reason of the person’s employment by the Government of Canada, the Government of Alberta or a federal or provincial Crown corporation or agency, except with respect to a matter directly affecting the department, corporation or agency of which the person is an employee,
- (f) by reason of the person being a member of a credit union, a cooperative or a non-profit organization formed under an Act of the Legislature or of the Parliament of Canada,
- (g) by reason of the person having an interest that is an interest in common with
  - (i) the majority of electors of the school division, or
  - (ii) in respect of a matter that affects only part of the school division, with the majority of electors

OR

- (h) by reason of an interest that is so remote or insignificant that it cannot reasonably be regarded as likely to influence the person.



- (4) Subsection (3)(f) does not apply to a person who is an employee or director of a credit union or co-operative or an employee of an organization or club referred to in that clause.

### **Disclosure of information**

86 (1) Each trustee of a board shall file with the board's secretary a statement showing

- (a) the names and employment information of the trustee and the trustee's spouse or adult interdependent partner,
- (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.