



# **BOARD GOVERNANCE POLICIES**

**Revised July 1, 2019**

## Preface

These Board of Directors' Governance Policies have been developed to highlight and support the very important governance function of the Board of Directors. In addition to clearly defining the role of the Board, the role of the Chief Executive Officer and the delegation of authority from the Board to the Chief Executive Officer, the Board of Directors has chosen to include the following as policies:

The foundational statements, which provide guidance and direction for all activities within the organization;

Directions for how the Board itself is to function and how individual Directors are to conduct themselves; how Board committees and representatives are to function; and

Specific matters which the Board of Directors has chosen not to delegate to the Chief Executive Officer.

These Board Governance Policies are intended to be supplemented by administrative procedures; the primary written mechanism by which the Chief Executive Officer directs staff. Administrative procedures must be entirely consistent with governance policies.

The development of two separate and distinct documents is meant to reinforce the distinction in this organization between the Board's responsibility to govern and the Chief Executive Officer's executive or administrative duties.

It is to be noted that the electronic version of these Board Governance Policies is always the most current document available.

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## Governance Policy 1: Foundational Statements

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### Vision

Excellence in education through exceptional school board governance.

### Mission

Leading the betterment of education by serving locally-elected school boards in their role of establishing the conditions for student success.

### Values

The Alberta School Boards Association (ASBA) values **public education governed by locally-elected public, separate and francophone school boards**. ASBA's work is informed by this core value as well as the following:

- ASBA values building understanding by:
  - Respecting and reflecting diverse interests in the common goal of governing for excellence
  - Creating opportunities for unique perspectives to be shared and common interests to be explored
  - Advocating in the best interest of K-12 education
- ASBA values collaboration by:
  - Engaging school boards, stakeholders and partners
  - Inviting input and feedback
  - Encouraging teamwork and cooperation
- ASBA values innovation by:
  - Finding new approaches to problem-solving and service delivery
  - Identifying opportunities that allow for enhanced effectiveness and efficiency through continuous improvement
  - Providing opportunities for generative discussion
- ASBA values responsiveness and proactivity by:
  - Reacting in a timely and effective fashion to issues and developments impacting education.
  - Staying abreast of trends within education, as well as other sectors, to better position boards to address challenges and seize opportunities.
  - Recognizing and anticipating the needs of school boards in relation to systemic issues impacting education.

## Governance Policy 2: Role of the Board of Directors

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As the body elected in accordance with Bylaw No. 5 of the Alberta School Boards Association, the Board shall, subject to the Alberta School Boards Association Act, the Bylaws or directions given it by a 60% double-majority vote at any meeting of the membership of the Association properly called and constituted, have the latitude to manage the business and affairs of the Association in accordance with Bylaw No. 8 of the Association.

The Board, as steward of the Alberta School Boards Association organization, is required to make certain contributions that ensure that the Association's performance conforms to its mission and mandate. The Board is accountable to the membership for these contributions.

### Specific Areas of Responsibility

#### 2.1 Stewardship

##### 2.1.1 Strategic Planning

2.1.1.1 Meet annually to review and revise the three-year strategic plan.

2.1.1.1.1 Seek input from the membership.

2.1.1.1.2 Determine the strategic priorities for the defined three-year period.

2.1.1.1.3 Determine the key results to be accomplished during this three-year period of time.

2.1.1.2 Provide overall direction for the Association by approving the strategic plan annually.

2.1.1.3 Review strategic plan implementation reports regarding progress towards achieving the key results prescribed in the strategic plan.

2.1.1.4 Annually evaluate the effectiveness of the organization in achieving desired results,

2.1.1.5 Provide input into and approve the Annual Report.

##### 2.1.2 Advocacy

2.1.2.1 Develop an annual plan to advocate to the government and other decision makers and education stakeholders, on behalf of membership.

2.1.2.2 Undertake direct advocacy activities.

2.1.2.3 Monitor progress of advocacy initiatives.

2.1.2.4 Promote the building of relationships with key contacts outside the organization.

## 2.2 Guardianship

### 2.2.1 Board/Chief Executive Officer Relations

- 2.2.1.1 Provide the Chief Executive Officer with clear corporate direction.
- 2.2.1.2 Delegate, in writing, administrative authority and identify responsibility.
- 2.2.1.3 Respect the authority of the Chief Executive Officer to carry out executive action and support the Chief Executive Officer's actions which are exercised within the delegated discretionary powers of the position.
- 2.2.1.4 Annually evaluate the Chief Executive Officer, and review compensation.

### 2.2.2 Fiscal Accountability

- 2.2.2.1 Approve the annual budget to be recommended to the membership.
- 2.2.2.2 Annually appoint the Association auditor.
- 2.2.2.3 Approve the Audited Financial Statements.

## 2.3 Leadership

### 2.3.1 Policy

- 2.3.1.1 Establish a well-defined process for the determination of Association policies and the handling of requests for consideration or action.
- 2.3.1.2 Adopt interim Association policy between General Meetings, as and when required.
- 2.3.1.3 Identify how the Board is to function through the adoption of Board governance policies.
- 2.3.1.4 Define in Board governance policies the role of individual Board members, including executive offices of President and Vice-President.
- 2.3.1.5 Establish Board governance policy which will clearly outline actions, behaviours or methods to be used in order to achieve the goals that the Board expects.
- 2.3.1.6 Monitor Association and Board governance policy effectiveness.
- 2.3.1.7 Appoint committees and provide terms of reference.
- 2.3.1.8 Appoint representatives to category A and B external committees as per Policy 9 and provide direction to those representatives.

### 2.3.2 Accountability to Membership

- 2.3.2.1 Establish processes and provide opportunities for membership input.

- 2.3.2.2 Act in good faith in accordance with the Bylaws and any directions given, on behalf of the membership.
- 2.3.2.3 Make informed decisions that consider the needs, concerns and opinions of Association members and represent the interests of the entire organization.
- 2.3.2.4 Arrange for provision of relevant, well-researched information on current and emerging public education issues to school boards and key stakeholders.
- 2.3.2.5 Arrange for services to members.
- 2.3.2.6 Model a culture of respect and integrity.
- 2.3.2.7 Approve materials to be presented at General Meetings in accordance with Association Bylaws and membership direction.
- 2.3.2.8 Bring recommendations for Bylaw amendments to the membership.
- 2.3.3 Accountability to the Provincial Government
  - 2.3.3.1 Act in accordance with the Alberta School Boards Association Act and other relevant statutory requirements.
  - 2.3.3.2 Perform Board functions required by governing legislation, Association Bylaws and Board policies.
- 2.3.4 Board Development
  - 2.3.4.1 Develop an annual plan for Board/Director development.
  - 2.3.4.2 Annually evaluate Board effectiveness through a well-defined Board self-evaluation process.
- 2.3.5 Appointments
  - 2.3.5.1 Annually appoint the Association's parliamentarian.

## Governance Policy 2 Appendix: Board of Directors' Annual Work Plan Elements

<b>SEPTEMBER</b>	<ul style="list-style-type: none"> <li>• Approve the Board Annual Work Plan.</li> <li>• Accept the previous three-year Strategic Plan Implementation final report.</li> <li>• Determine facilitator for Strategic Planning Session.</li> <li>• Hear presentation on Provincial Achievement Test and Diploma results as per joint protocol with Alberta Education.</li> </ul>
<b>OCTOBER</b>	<ul style="list-style-type: none"> <li>• Approve proposed position statement resolutions for placement before the membership at the Fall General Meeting.</li> <li>• Select Friends of Education award and Honourary Life Member recipients.</li> </ul>
<b>NOVEMBER</b>	<ul style="list-style-type: none"> <li>• Attend Fall General Meeting.</li> </ul>
<b>DECEMBER</b>	<ul style="list-style-type: none"> <li>• Approve the audited financial statement for the August year-end.</li> <li>• Receive fiduciary duty presentation.</li> </ul>
<b>JANUARY/ FEBRUARY (strategic planning)</b>	<ul style="list-style-type: none"> <li>• Review draft, provide direction and approve ASBA Strategic Plan</li> </ul>
<b>MARCH</b>	<ul style="list-style-type: none"> <li>• Approve the draft budget to be recommended to the membership.</li> <li>• Review the Chief Executive Officer's interim accountability report.</li> <li>• Appoint external auditor for current fiscal year.</li> <li>• Determine facilitator for Board Self Evaluation and Chief Executive Officer Evaluation sessions.</li> <li>• Provide direction for the upcoming annual report.</li> <li>• Provide input regarding upcoming Spring General Meeting.</li> <li>• Review internal committee and task force appointments of Directors.</li> </ul>
<b>MAY</b>	<ul style="list-style-type: none"> <li>• Receive the current three-year Strategic Plan Implementation second report.</li> </ul>
<b>JUNE</b>	<ul style="list-style-type: none"> <li>• Attend Spring General Meeting.</li> </ul>
<b>JULY</b>	<ul style="list-style-type: none"> <li>• Attend the CSBA Congress (President, Vice-President and selected Directors on rotation)</li> </ul>
<b>ONGOING</b>	<ul style="list-style-type: none"> <li>• Review and appoint committee representation as per Board Policy 8</li> </ul>

## **Governance Policy 3: Role of the Director**

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The role of the Board of Directors member is to contribute to the Board of Directors as it carries out its mandate in order to achieve its mission and goals. The oath of office taken or affirmation made by each Board of Directors member when s/he assumes office binds that person to work diligently and faithfully in the cause of the Association.

The Board of Directors is a corporation. The decisions of the Board in a properly constituted meeting are those of the corporation. Individual Directors exercise an effective decision making role in the context of corporate action. The individual Director has no authority outside of the Board of Directors meeting unless specific authority has been granted by the Board of Directors during a duly constituted meeting of the Board.

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

#### **3.1 Oath of Office**

- 3.1.1 Take and uphold the Oath of Office for Directors (Governance Policy 3 Appendix).

#### **3.2 Ambassadorship and Leadership**

- 3.2.1 Be a positive ambassador for the Association, trusteeship, and public education governed by locally-elected public, separate and francophone school boards.
- 3.2.2 Strive to develop a positive and respectful learning and working culture both within the Board of Directors and the Association.

#### **3.3 Association Events**

- 3.3.1 Assist at Spring General Meetings and Fall General Meetings.

#### **3.4 Board of Directors Meetings and Sessions**

- 3.4.1 Attend all Board of Directors meetings prepared to participate in, and contribute to, the decisions of the Board in order to provide the best solutions possible for the Association.
- 3.4.2 Advise the ASBA office and ensure the attendance of an alternate when unable to attend a Board of Directors meeting or session.
- 3.4.3 Become familiar with Association position statements and Board of Directors governance policies, meeting agendas and reports in order to participate in Board meeting business.
- 3.4.4 Maintain focus on the strategic work of the Board of Directors.
- 3.4.5 Support and assist the Chair in conducting effective Board of Directors meetings.
- 3.4.6 Use special expertise and knowledge to inform other Directors.

- 3.4.7 Provide a written Zone or Metro Board report for each Board of Directors meeting.
- 3.4.8 Recognize and fulfil his/her fiduciary responsibility to the Board of Directors and vote in the best interests of the Association understanding that Association needs are paramount.
- 3.4.9 Abide by and provide the rationale for the corporate decisions of the Board of Directors after a decision has been reached.
- 3.4.10 Prepare for and attend all Strategic Planning and Leadership Academy sessions.
- 3.5 Committee Work
  - 3.5.1 Participate on committees as determined by the Board of Directors.
- 3.6 Zone Communication and Participation
  - 3.6.1 Represent all Zone or Metro Board issues and input to the Board of Directors.
  - 3.6.2 Represent relevant information from the Board of Directors to the Zone or Metro Boards.
  - 3.6.3 Attend and participate in respective Zone meetings (Metro Directors will play a supportive role to Zone Directors at these meetings).
- 3.7 Director Development and Education
  - 3.7.1 Attend the Canadian School Boards Association (CSBA) Congress or another professional development option on a rotational basis as follows:
    - 7.1.1. In even-numbered years Directors from Edmonton Public, Calgary Catholic, Zone 2/3 (2), Zone 4 and Zone 6 will attend.
    - 7.1.2. In odd-numbered years Directors from Edmonton Catholic, Calgary Public, Zone 1, Zone 2/3 (1) and Zone 5 will attend.
    - 7.1.3. Should a Director choose not to attend the CSBA Congress in the relevant year, he/she may attend alternate professional development subject to prior approval of the Board of Directors.
  - 3.7.2 Share the materials and ideas gained with fellow Directors at a Board of Directors meeting, in written format, following conference attendance.
  - 3.7.3 Stay current with respect to provincial, national and international educational issues and trends.
- 3.8 Code of Conduct and Delegated Authority
  - 3.8.1 Become familiar with, and adhere to, the Director Code of Conduct.
  - 3.8.2 Report any violation of the Director Code of Conduct to the President.

3.8.3 When delegated responsibility, individual Directors will exercise such authority within the defined limits in a responsible and effective way.

### 3.9 Orientation

3.9.1 As a result of elections, the Board of Directors will experience changes in membership. To ensure continuity and facilitate smooth transition from one Board to the next following an election, Directors must be adequately briefed concerning existing Board of Directors policy and practice, strategic directions and initiatives.

3.9.2 The Board of Directors believes an orientation program is necessary for effective directorship. All incoming Directors and alternates are expected to attend all aspects of the orientation program.

3.9.3 The Chief Executive Officer, in consultation with the President, will provide a comprehensive orientation program for all newly elected Directors.

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

3.9.5 Specific orientations for the President and Vice-President will be provided as required.

## Governance Policy 3 Appendix: Oath of Office for Directors

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I, *[insert name]*, a Director of the Alberta School Boards Association, do solemnly *[insert, as applicable, swear/affirm]* that I will:

1. Promote excellence in education through exceptional school board governance.
2. Be a positive ambassador for the Alberta School Boards Association.
3. Uphold the trust that the public, separate, and francophone school boards of Alberta have placed in me to faithfully guide the Alberta School Boards Association in the achievement of its goals.
4. Diligently, and to the best of my ability, carry out my duties according to law, the Association's bylaws, policies, Director Code of Conduct, and decisions of the Board of Directors and the membership.

## Governance Policy 4: Director Code of Conduct

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The Board of Directors commits itself and its members to conduct which meets the highest ethical standards. 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

Directors, including the President and Vice-President are to:

- 4.1 Devote time, thought and study to the duties of Director so that they may render effective and credible service.
- 4.2 Endeavour to work with fellow Directors in a spirit of harmony and cooperation in spite of differences of opinion that may arise during debate. Avoid rancor and bitterness; observe proper decorum and behaviour; encourage full and open discussions in all matters with fellow Directors; treat each other with respect and consideration; limit ancillary (sidebar) discussions during meetings; and not withhold or conceal any information or matter with which other Directors would be concerned.
- 4.3 Ensure the use of electronic devices is limited to fulfilling the purpose of the meeting to the greatest extent possible.
- 4.4 Abide by the speakers list as determined by the President.
- 4.5 Base decisions upon all available facts in each situation; vote their honest conviction in every case, unswayed by partisan bias of any kind, in the best interest of all students in Alberta and in fulfillment of their fiduciary duty; and thereafter abide by and uphold the final majority decision of the Board of Directors.
- 4.6 Maintain required confidentiality and not disclose the confidential business of the Board of Directors outside of a Board meeting except when necessary to brief the Alternate Director or when specifically authorized by the Board of Directors.
- 4.7 Represent unconflicted loyalty to the interests of the Board of Directors and the Association. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Director acting as a consumer (or non-consumer) of the Association's services.
- 4.8 Fulfil all fiduciary duties, summarized in Governance Policy 4 Appendix A.

#### 4.9 Conflict of interest

- 4.9.1 A Director shall disclose the general nature of any potential, real or perceived pecuniary or other conflict of interest as soon as the Director is aware that it exists. The Board of Directors shall determine, in view of the disclosure, whether or not the Director should abstain from discussing the matter, and abstain from voting on any question relating to the matter.
  - 4.9.2 A Director who becomes aware of a perceived or real conflict of interest of a fellow Director shall raise the issue for clarification first with the Director. If the matter of the conflict is still unresolved, the matter shall be raised with the Board of Directors in an in-camera session. The Board of Directors shall determine whether or not the Director should abstain from discussing the matter, and abstain from voting on any question relating to the matter.
  - 4.9.3 Where a conflict has been determined, the Director shall not attempt to influence the outcome.
- 4.10 Consequences for the failure of individual Directors to adhere to the Director Code of Conduct are specified in Policy 4 Appendix B.

## Governance Policy 4 Appendix A: Fiduciary Duty Summary

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Directors of the Alberta School Boards Association (a statutory corporation) have responsibilities similar to those of directors of any other corporation, including a common law “fiduciary duty” or “fiduciary responsibility”.

1. Fiduciary duty of Directors may be described as:
  - 1.1. A duty of loyalty.
  - 1.2. An obligation to act in a manner that puts the Association’s interest ahead of all other interests.
  - 1.3. A duty to act honestly and in good faith with a view to the best interests of the Association.
2. Fiduciary duty to whom?
  - 2.1. The fiduciary duty is owed to the corporate body (ASBA).
  - 2.2. This means to act in the best interest of ASBA as a whole, as opposed to in the interest of any particular stakeholder or group of stakeholders.
3. Multiple fiduciary duties
  - 3.1. Every member of the ASBA Board of Directors also owes a fiduciary duty to his or her own Board of Trustees.
  - 3.2. Multiple fiduciary duties may be held. These fiduciary duties operate in different spheres and at different times – one does not trump any others.
  - 3.3. When voting on a matter within the jurisdiction of the ASBA, as a member of the ASBA Board of Directors, a Director must make a decision in the best interests of ASBA.
  - 3.4. When voting on a matter within the jurisdiction of a Board of Trustees, an individual must make a decision in the best interests of that body.
  - 3.5. There is no separate fiduciary duty to a Zone – the fiduciary duty of a Zone representative on the ASBA Board of Directors is to ASBA as a whole.
4. Elements of fiduciary duty
  - 4.1. To use best judgment – sometimes called a duty of diligence, to pay diligent attention to the duties of a director by, for example:

- 4.1.1. Coming to board meetings having read the materials and being ready to discuss the matters on the agenda;
- 4.1.2. Listening to the discussion and rationales for various positions, being prepared to make the best decision possible; and
- 4.1.3. Voting in manner that is consistent with the purpose and objects of the Association and is in the best interest of the Association.
- 4.2. To act in the utmost good faith – to act honestly and in good faith with respect to the Association, and to serve the Association selflessly, honestly and loyally.
- 4.3. To protect the interests of the Association – to respect the trust and confidence that has been placed in the Director to manage the assets of the Association and in pursuit of the realization of the objects of the Association.
- 4.4. To put the beneficiary’s interest first – to put the Association’s interest before the Director’s personal interest, or to avoid abusing the position as Director to gain personal benefit.
- 4.5. To avoid or disclose conflicts of interest (pecuniary and non-pecuniary).
- 4.6. To maintain the confidentiality of all matters discussed in camera or all matters which are disclosed in confidence.
  - 4.6.1. A Director shall not disclose matters discussed in confidence or during an in camera session of the Board of Directors except when necessary to brief the Alternate Director or when specifically authorized by the Board of Directors (this includes that such matters may not be disclosed to a stakeholder or third party entity or board – even during in camera session of that entity or board).
- 4.7. To obey the Association’s governing documents and all corporate decisions:
  - 4.7.1. Directors must comply with all applicable legislation and bylaws of the Association;
  - 4.7.2. Directors must implement all corporate decisions; and
  - 4.7.3. A public expression of disagreement by a dissenting Director may result in an accusation of breach of fiduciary duty.

## 5. Summary

- 5.1. ASBA Directors are elected/appointed to represent a grouping of boards (i.e. a zone) or a board.

- 5.2. A Director's perspective when entering debate on an issue may be informed by various means, including by the boards/board he/she represents.
- 5.3. During debate, a Director both offers and listens to discussion and rationale for various perspectives.
- 5.4. At the time of decision, a Director must vote in a manner consistent with that which is in the best interest of ASBA.

## Governance Policy 4 Appendix B: Director Code of Conduct Sanctions

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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 Board of Directors 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, which may include an informal discussion between the two Directors or a meeting of the two Directors with a third Director or member of the Executive.
3. A Director who wishes to commence an official complaint, under the Code of Conduct, shall file a letter of complaint with the President (or the Vice-President if the complaint involves the President) within thirty (30) days of either the alleged event occurring, or when the Director could reasonably have become aware of the alleged event, 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 President, or where otherwise applicable, in what follows, by the Vice-President, within five (5) days of receipt by the President of the letter of complaint.
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 Board of Directors may be disclosed by the President only at the direction of the Board of Directors, following the disposition of the complaint by the Board of Directors at a hearing.
5. To ensure that the complaint has merit to be considered and reviewed, at least one (1) other Director of the Board must provide to the President 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 be heard at a hearing. Any Director who forwards such a letter of support shall not be disqualified, from attending at and deliberating upon, the complaint at a hearing convened to hear the matter, solely for having issued such a letter.
6. Where no letter supporting a hearing is forthcoming, the complaint shall not be heard. The President shall notify all other Directors in writing that no further action of the Board shall occur.

7. Where a letter supporting a hearing is forthcoming, the President shall add the item to an in-camera session of the Board of Directors as soon as is reasonable.
8. A violation of the Code of Conduct shall result in:
  - 8.1. The President writing a letter of censure marked “Personal and Confidential” to the Director in question. This occurs only after having such action discussed and agreed upon by a majority of Directors present at an in-camera meeting of the Board of Directors. A majority of Directors at a meeting of the Board of the Directors shall immediately approve this decision,
  - 8.2. For a subsequent occurrence, at a meeting of the Board of Directors, a motion of censure shall be presented against the Director in question; and
9. For a third and subsequent occurrences, at a meeting of the Board of Directors, a motion to remove the Director in question from one (1), or more, of all Board of Directors appointments may be presented.
10. Depending on the significance of the violation, the Board of Directors may omit steps in the process defined above or take alternate action if deemed more appropriate.

## Governance Policy 5: Role of the President

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The election of the President shall take place as governed by Bylaw No. 5.

The duties assigned to the President by the Association are specified in Bylaw No. 7. These include providing leadership to both the Association and the Board of Directors.

### Specific Responsibilities

While acknowledging the unique leadership role, the Board of Directors assigns to the President the following powers and duties:

- 5.1 Take and uphold the President's Oath of Office (Governance Policy 5 Appendix):
- 5.2 Prior to each Board of Directors meeting, convene a meeting of the Executive Committee to determine the items to be included on the agenda, the order of these items, and to become thoroughly familiar with them.
- 5.3 Preside as Chair over all Board of Directors meetings and ensure that such meetings are conducted in accordance with Association Bylaw No. 9, the Association's foundation statements, the policies as established by the Board of Directors, and statutory requirements.
- 5.4 Perform the following duties during Board of Directors meetings:
  - 5.4.1 Maintain the order and proper conduct and decorum of the meeting so that motions may be formally debated;
  - 5.4.2 Ensure that all issues before the Board of Directors are well-stated and clearly expressed;
  - 5.4.3 Display firmness, courtesy, tact, impartiality, and willingness to give everyone an opportunity to speak through the maintenance of a speakers list on the subject under consideration;
  - 5.4.4 Encourage deliberation of all viewpoints;
  - 5.4.5 Ensure that debate is relevant. The President, in keeping with his/her responsibility to ensure that debate must be relevant to the question, shall, when s/he is of the opinion that the discussion is not relevant to the question, remind members that they must speak to the question;

- 5.4.6 Decide questions of order and procedure using these Governance Policies, then Robert's Rules of Order. The President may speak to points of order in preference to other members, and shall decide questions of order;
- 5.4.7 Submit motions or other proposals to the final decision of the meeting by a formal show of hands;
- 5.4.8 Ensure that each Director present votes on all issues before the Board;
- 5.4.9 Extend hospitality to Directors, observers, presenters and Association staff;
- 5.4.10 Facilitate meetings so that the will of the Board of Directors is achieved.
- 5.5 Provide a written report to each Board of Directors meeting.
- 5.6 Foster, develop and/or maintain positive, professional working relationships with:
  - 5.6.1 The Minister of Education.
  - 5.6.2 Other cabinet ministers whose department's work relates to the Association's mandate.
  - 5.6.3 Presidents of other education stakeholder organizations.
  - 5.6.4 All member boards.
  - 5.6.5 The Chief Executive Officer and staff.
- 5.7 Communicate regularly, in a timely manner, with Boards concerning Association activities.
- 5.8 Act as an advocate for excellence in education through exceptional school board governance and proactively monitor the environment for issues that impact the Association and its members.
- 5.9 Act as the primary spokesperson for the Board of Directors except for those instances where the Board has delegated this role to another individual or group.
- 5.10 Represent the Association or Board of Directors, or arrange alternative representation, at official functions.
- 5.11 Keep informed of significant developments within the Association.
- 5.12 Liaise with the Canadian School Boards Association (CSBA) for mutual benefit.
  - 5.12.1 Attend CSBA Congress.

- 5.12.2 Participate as a member of the CSBA Board of Directors and attend CSBA Board meetings.
- 5.13 Be responsible for ensuring the development and implementation of the orientation program for newly elected Directors.
- 5.14 Demonstrate, through personal example, a commitment to life-long learning, personal growth and professional development.
- 5.15 Stay current with respect to provincial, national and international educational issues and trends.
- 5.16 Address inappropriate behaviour on the part of a Director.
- 5.17 Ensure that the Board of Directors engages in annual assessments of its effectiveness as a Board.

## Governance Policy 5 Appendix: Oath of Office for ASBA President

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I, *[insert name]*, President of the Alberta School Boards Association, do solemnly *[insert, as applicable, swear/affirm]* that I will:

1. Promote excellence in education through exceptional school board governance.
2. Be a positive ambassador for the Alberta School Boards Association.
3. Uphold the trust that the public, separate, and francophone school boards of Alberta have placed in me to faithfully guide the Alberta School Boards Association in the achievement of its goals.
4. Diligently, and to the best of my ability, carry out my duties according to law, the Association's bylaws, policies, Director Code of Conduct, and decisions of the Board of Directors and the membership.

## **Governance Policy 6: Role of the Vice-President**

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The election of the Vice-President shall take place as governed by Bylaw No. 5. In accordance with Bylaw No. 7, the Vice-President shall act on behalf of the President, in the latter's inability to act or absence and shall have all the duties and responsibilities of the President.

### **Specific Responsibilities**

- 6.1 Take and uphold the Vice President Oath of Office (Governance Policy 6 Appendix):
- 6.2 Prior to each Board meeting, as a member of the Executive Committee, the Vice-President shall confer with the President and the Chief Executive Officer on items to be included on the agenda, the order of these items and to become thoroughly familiar with them.
- 6.3 Assist the President in ensuring that the Board of Directors operates in accordance with its own policies and in providing leadership and guidance to the Board of Directors.
- 6.4 Provide a written report to each Board of Directors meeting.
- 6.5 Act as Chair of the following:
  - 6.5.1 Standing committees of the Board of Directors:
    - 6.5.1.1 Policy Development Advisory Committee (PDAC).
    - 6.5.1.2 Finance and Audit Committee.
    - 6.5.1.3 Advocacy Committee
  - 6.5.2 Ad hoc committees of the Board of Directors, when established by the Board, including but not limited to:
    - 6.5.2.1 Chief Executive Officer Evaluation Committee. The Vice-President shall ensure that the Chief Executive Officer evaluation process is conducted as per Board of Directors directions and that the evaluation is completed.
    - 6.5.2.2 Chief Executive Officer Compensation Committee.
  - 6.5.3 Association committees
    - 6.5.3.1 Zone Chairs meetings.

- 6.6 Attend the Canadian School Boards Association (CSBA) Congress.
- 6.7 Stay current with respect to provincial, national and international educational issues and trends.
- 6.8 The Vice-President may be assigned other duties and responsibilities by the President.

## Governance Policy 6 Appendix: Oath of Office for ASBA Vice-President

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I, *[insert name]*, Vice-President of the Alberta School Boards Association, do solemnly *[insert, as applicable, swear/affirm]* that I will:

1. Promote excellence in education through exceptional school board governance.
2. Be a positive ambassador for the Alberta School Boards Association.
3. Uphold the trust that the public, separate, and francophone school boards of Alberta have placed in me to faithfully guide the Alberta School Boards Association in the achievement of its goals.
4. Diligently, and to the best of my ability, carry out my duties according to law, the Association's bylaws, policies, Director Code of Conduct, and decisions of the Board of Directors and the membership.

## Governance Policy 7: Board of Directors Operations

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The Board of Directors is required to fulfill the powers and duties assigned by the membership under Bylaw No. 8.

The Board of Directors believes that its ability to fulfil its obligations in an efficient and effective manner is dependent upon the development and implementation of sound organizational principles. In order to fulfil its responsibilities to the membership, the Board shall hold meetings as often as is necessary. A quorum, which is a simple majority of the number of Directors, must be present for every duly constituted meeting. The Board of Directors has adopted policies so that the business of the Board can be conducted in an orderly and efficient manner.

As a statutory corporation, the Alberta School Boards Association is not a public body.

### 7.1. Membership

7.1.1. The election of the Board of Directors is governed by Association Bylaw No. 5.

### 7.2. Oath of Office

7.2.1. Each Director will take the oath of office prior to assuming duties as a member of the Board of Directors.

### 7.3. Regular Meetings

7.3.1. Regular Board of Directors meeting dates will be approved by the Board of Directors, and will normally be every second Thursday and the following Friday of the months of January, March, May, August, September, and December.

7.3.1.1. Approximately half-day meetings will occur in the months of October and June. In General Election years, a November meeting will be held in place of the October meeting.

7.3.1.2. Adjustments to this schedule may be necessary to accommodate Association business requirements, various education-related events, Zone meetings and statutory holidays.

7.3.2. All meetings will ordinarily be held at the Association office in Edmonton.

7.3.3. Any Director unable to attend a Board meeting shall:

7.3.3.1. Notify the President and the ASBA office; and

- 7.3.3.2. Advise the alternate to attend.
- 7.3.4. Attendance by electronic means of a Director for in-person meetings of the Board of Directors may be approved by the President.
- 7.3.5. Any Director absent from three (3) consecutive regular meetings may be disqualified in accordance with Association Bylaw No. 5.
- 7.3.6. If both the President and Vice-President, through illness or other cause, are unable to perform the duties of the office or are absent, the Board of Directors shall appoint from among its members an acting Chair who, on being so appointed, has all the powers and shall perform all the duties of the Chair during the President's and Vice-President's inability to act or absence.
- 7.3.7. Regular meetings of the Board of Directors will not be held without the Executive Director and/or designate(s) in attendance, unless the Executive Director's contract is under consideration.
- 7.4. Special Meetings
  - 7.4.1. Occasionally, unanticipated or emergent issues require immediate Board of Directors attention and/or action.
  - 7.4.2. Special meetings of the Board will only be called in accordance with Association Bylaw No. 9.
  - 7.4.3. The nature of the business to be transacted must be clearly specified in the notice of the meeting.
  - 7.4.4. Special meetings of the Board of Directors will not be held without the Executive Director and/or designate(s) in attendance.
- 7.5. In-Camera Sessions
  - 7.5.1. The Board of Directors may, by resolution, convene an in-camera meeting at a time or place agreeable to the Board or recess a meeting in progress for the purpose of meeting in-camera. Such resolutions shall be recorded in the minutes of the Board and shall specify those individuals eligible to attend in addition to Directors and the Executive Director.
  - 7.5.2. Directors and other persons authorized to attend the session shall maintain confidentiality and shall not disclose the details of the discussion at such sessions.
  - 7.5.3. The Board of Directors shall, during the in-camera session, adopt only such resolution as is required to re-convene the Board in regular session.

## 7.6. Agenda for Regular Meetings

- 7.6.1. The Executive Director is responsible for preparing an agenda for Board meetings in consultation with the President and Vice-President.
  - 7.6.1.1. The agenda will be supported by copies of letters, reports, contracts and other materials as are pertinent to the business that will come before the Board of Directors and will be of value to the Board in the performance of its duties. Each action item will include a clear recommendation.
- 7.6.2. Items may be placed on the agenda in one of the following ways:
  - 7.6.2.1. By notifying the President or Executive Director at least ten (10) calendar days prior to the Board of Directors meeting.
  - 7.6.2.2. By notice of motion at the previous meeting of the Board of Directors.
  - 7.6.2.3. As a request from a Committee of the Board of Directors.
  - 7.6.2.4. As a request for information or action accepted by the Board Directors. A sample form may be found in Governance Policy 7 Appendix C.
- 7.6.3. Emergent issues that require Board action may arise after the agenda has been prepared. The Chair, at the beginning of the meeting, shall ask for additions to and/or deletions from the agenda prior to agenda approval. Changes to the agenda may be made by a majority of those present.
- 7.6.4. The agenda package, containing the agenda and supporting information, will generally be provided electronically to each Director five (5) calendar days prior to the Board of Directors meeting. Subsequently, emergent information may be provided at the meeting; and further, the Executive Director shall advise the President regarding the emergent nature of such information.
- 7.6.5. The Board of Directors will follow the order of business set by the agenda unless the order is altered or new items are added by agreement of the Board.
- 7.6.6. During the course of the Board meeting, the majority of Directors present may amend the agenda and place items before the Board for discussion. The Board may take action on such items.

## 7.7. Minutes for Regular or Special Meetings

- 7.7.1. The Board shall maintain and preserve by means of minutes a record of its proceedings and resolutions.
- 7.7.2. The minutes shall record:
  - 7.7.2.1. Date, time and place of meeting;
  - 7.7.2.2. Type of meeting;
  - 7.7.2.3. Name of presiding officer;
  - 7.7.2.4. Names of those Directors and staff/consultants in attendance;
  - 7.7.2.5. Approval of preceding minutes;
  - 7.7.2.6. All resolutions, including the Board of Director's disposition of the same, placed before the Board, are to be entered in full;
  - 7.7.2.7. Names of persons making the motions;
  - 7.7.2.8. Appointments;
  - 7.7.2.9. Receipt of reports of committees; and
  - 7.7.2.10. Recording of the vote on a motion (when requested pursuant to Bylaw 6).
- 7.7.3. The minutes shall:
  - 7.7.3.1. Be prepared as directed by the Executive Director;
  - 7.7.3.2. Be reviewed by the Executive Director prior to submission to the Board of Directors;
  - 7.7.3.3. Be considered an unofficial record of proceedings until such time as adopted by a resolution of the Board of Directors; and
  - 7.7.3.4. Upon adoption by the Board of Directors, be deemed to be the official and sole record of the Board's business.
- 7.7.4. The Executive Director or designate shall ensure, upon acceptance by the Board of Directors, that appropriate initials are appended to each page of the minutes, and that appropriate signatures are affixed to the concluding page of the minutes.
- 7.7.5. The Executive Director or designate will establish and maintain a file of all Board minutes.

7.7.6. As part of its ongoing effort to keep membership and staff informed concerning its affairs and actions, the Board of Directors expects the Executive Director to institute and maintain effective and appropriate procedures for the prompt dissemination of information about decisions made at all Board of Directors meetings, including preparation and distribution of a meeting synopsis and posting of the approved minutes.

## 7.8. Motions

7.8.1. Motions do not require a seconder.

### 7.8.2. Notice of Motion

7.8.2.1. The notice of motion serves the purpose of officially putting an item on the agenda of the next or future regular meeting and gives notice to all Directors of the item to be discussed. A notice of motion is not debatable and may not be voted on.

### 7.8.3. Discussion on Motions

7.8.3.1. The custom of addressing comments to the Chair is to be followed by all persons in attendance.

7.8.3.2. A Board motion or a recommendation must generally be placed before the Board prior to any discussion taking place on a matter.

7.8.3.3. Once a motion is before the Board and until it is passed or defeated, all speakers shall confine their remarks to the motion or to the information pertinent to the motion.

7.8.3.4. Motions may be submitted by any Director, including the Chair.

### 7.8.4. Speaking to the Motion

7.8.4.1. The mover of a motion first and every Director shall have an opportunity to speak to the motion before any Director is allowed to speak a second time.

7.8.4.2. The Chair will normally speak just prior to the last speaker who will be the mover of the motion.

7.8.4.3. The mover of the motion is permitted to close debate on the motion.

7.8.4.4. As a general guide, a Director is not to speak longer than three (3) minutes on any motion. The Chair has the responsibility to limit the discussion by a Director when such a discussion is repetitive or

digresses from the topic at hand, or where discussion takes place prior to the acceptance of a motion.

7.8.4.5. No one shall interrupt a speaker, unless it is to ask for important clarification of the speaker's remarks, and any such interruption shall not be permitted without permission of the Chair.

7.8.4.6. Should a Director arrive at the meeting after a motion has been made and prior to taking a vote, the Director may request further discussion prior to the vote. The Chair shall rule on further discussion.

#### 7.8.5. Reading of the Motion

7.8.5.1. A Director may require the motion under discussion to be read at any time during the debate, except when a Director is speaking.

#### 7.8.6. Required Votes

7.8.6.1. The Chair, and all Directors present, shall vote on each question.

7.8.6.2. Each question shall be decided by a majority of the votes of those Directors present. A simple majority of a quorum of the Board of Directors will decide in favour of the question.

7.8.6.3. In the case of an equality of votes, the question is defeated.

7.8.6.4. Unless otherwise specified prior to the vote occurring, a vote on a question shall be taken by open vote, expressed by show of hands.

#### 7.8.7. Governing Procedure

7.8.7.1. In all debate, any matter of procedure in dispute shall be settled, if possible, by reference to Robert's Rules of Order, unless otherwise provided for in the ASBA Bylaws or these Governance Policies. If these references are inadequate, procedure may be determined by motion supported by the majority of Directors in attendance.

### 7.9. Member and Guest Attendance at Board of Directors Meetings

7.9.1. Bylaw 9.4 provides that meetings of the Board of Directors are open to Full Members of the Association unless a majority of voting members of the Board of Directors elect to hold part of the meeting in camera.

- 7.9.2. Guests may attend a meeting of the Board of Directors at the invitation of the Association, for the portion specified.
- 7.9.3. Trustees of Full Member boards and guests in attendance may participate at the discretion of the Chair.
- 7.9.4. Both Full Members and guests shall respect the Association's right to establish both the content and communication vehicles of those elements of Board of Directors meetings which will be communicated to internal and external audiences.
- 7.10. Audio/Video Recording Devices
  - 7.10.1. Anyone wanting to use a device to record or broadcast audio and/or video at a Board of Directors meeting shall obtain prior approval of the Board of Directors. This use shall be communicated by the Chair at the beginning of the meeting.
- 7.11. Communications Protocols – Guidelines
  - 7.11.1. The purpose of Association communications, including correspondence, is to ensure timely, accurate responses which respect established communication protocols and authorities.
  - 7.11.2. Where correspondence has been received by the Association which is administrative or operational in nature, the Executive Director shall determine referral or response.
  - 7.11.3. Where correspondence has been received by the Association which has strategic, political or governance implications, it shall be referred to the Executive Committee for determination of referral or response, with reporting to the Board of Directors through the President as noted in Governance Policy 8, section 1.
- 7.12. Board Self-Evaluation
  - 7.12.1. Where practicable and where timing supports, the annual Board self-evaluation process will be undertaken in concert with the Executive Director evaluation process to reinforce alignment of purpose.
- 7.13. Compensation of Directors
  - 7.13.1. Expenses: the Association will compensate Directors for any reasonable expenses associated with participation in Board meetings and duties delegated by the Board, as detailed in Governance Policy 7 Appendix B.

- 7.13.2. Directors shall submit expense claims that comply with the guidelines outlined in Governance Policy 7 Appendix B.
- 7.13.3. Association Functions: registration fees will be waived for Directors who attend Association functions other than general meetings.
- 7.13.4. General Meetings: the Board expects the member boards to pay the registration costs, honoraria, and expenses associated with the Director's participation as a delegate of the member board.
- 7.13.5. Per Diems: per diems shall be provided as noted in Governance Policy 7 Appendix B.
- 7.14. Budget Development – Association Reserve Funds
- 7.14.1. Early each year, the Finance and Audit Committee approves budget assumptions upon which budget options are prepared. The Board then approves the draft budget to be presented to the membership.
- 7.14.2. Regarding the Association's reserve funds, the Board of Directors has approved the following:
- 7.14.2.1. **Operating Reserve** – the Association will keep a reasonable and adequate operating reserve to fund the monthly business operations of the Association. The operating reserve will be made up of three months operating expenditures.
- 7.14.2.2. **Sustainability Fund** – any balance over the three months operating expenditures will be moved to a sustainability fund, which may be used for special initiatives, for research and development of new business opportunities that will help and support school board work, and in the event necessary, to help cover some of the potential wind up costs of the Association. The sustainability fund can be funded up to a maximum of two million dollars (\$2,000,000).
- 7.14.2.3. Any funds over the maximum approved funding of the operating and sustainability fund will be transferred to the building fund to subsidize costs to members in the annual budget.
- 7.14.2.4. **Building Reserve** – as part of the budgeting process, may be used to subsidize the cost of annual rental payments until the fund is depleted to \$300,000, at which level it will then be maintained to provide part of a down payment in the event the Board of Directors decides to purchase or build at the expiry of the current lease.

- 7.14.2.5. **Capital Asset Reserve** – the reserve will be used to replace existing capital assets like computer equipment, photocopiers, phone systems, furniture and fixtures, and leasehold improvements. Each year an amount will be transferred to the capital asset reserve equal to the annual amortization of existing capital assets which will ensure the dollars are available to replace those assets at the end of their useful life.

## **Governance Policy 7: Appendix A: Per Diem and Expense Claim Form**

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Please email [finance@asba.ab.ca](mailto:finance@asba.ab.ca) for the most current electronic version of the claim form.

## **Governance Policy 7 Appendix B: Per Diem and Expense Guidelines**

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These guidelines are established in respect of travel and expenses incurred while conducting Association business. In all cases, individuals shall exercise prudence when fulfilling duties on behalf of the Association and while incurring expenses to be reimbursed.

Expenses incurred must support Association business objectives and must be necessary, legitimate and economical with due regard for health, safety and security.

### **1. Application**

- 1.1. Subject to limitations noted, these guidelines are applicable to Directors, trustees and individuals serving on ASBA committees or task forces who are seeking payment of a per diem or reimbursement of an expense incurred while conducting Association business.
- 1.2. Subject to limitations noted, these guidelines are applicable to the Executive Director when seeking reimbursement of an expense incurred while conducting Association business.

### **Per Diems**

#### **2. Per Diems**

- 2.1. A per diem may be claimed for activities in fulfilment of Association business which include travel time and attendance at meetings, conferences or events while serving as a representative of the Alberta School Boards Association.
- 2.2. Per diems are claimable in half-day (four hour) increments. Portions of a half day will be rounded up.
- 2.3. The per diem rate is approved during the annual budget process.

### **Expenses**

#### **3. Travel**

##### **3.1. Air Travel**

- 3.1.1. Air travel is reimbursed when a practical and economical mode of transportation.
- 3.1.2. Economy class shall be used for all flights unless a medical condition necessitates an upgraded travel class and a physician's note is provided prior to booking.

- 3.1.3. Air travel will be reimbursed at the actual cost for an amount not exceeding full fare economy rates travelling by the most direct route.
- 3.1.4. Fees for checked baggage and advance seat selection may be claimed.
- 3.2. Private Vehicle
  - 3.2.1. When road transportation is a practical and economical mode of transportation, the Association will provide an automobile allowance for the use of a personal vehicle for business purposes at the per kilometer rate approved during the annual budget process.
  - 3.2.2. Claimable kilometers will be the shortest distance as determined by entering the start and end addresses into an online mapping system.
- 3.3. Third Party Vehicle
  - 3.3.1. Ground transportation may be hired or rented.
  - 3.3.2. Rental vehicles
    - 3.3.2.1. The cost of renting a vehicle, including gasoline charges, may be claimed.
    - 3.3.2.2. Size and class of the rental vehicle shall be economical while appropriate for the business task, number of occupants and road/weather conditions.
  - 3.3.3. Hired transportation
    - 3.3.3.1. The cost of a taxi may be claimed.
    - 3.3.3.2. The cost of a limousine, town car or similar vehicle may be claimed if there is a valid business purpose.
  - 3.3.4. Bus transportation
    - 3.3.4.1. The cost of bus transportation may be claimed.
- 3.4. Parking
  - 3.4.1. Expenses incurred for parking may be claimed.
- 3.5. With the exception of conference and meeting attendance noted in these governance policies (i.e. Governance Policies 3, 5 and 6), all out-of-province travel of Directors on behalf of ASBA shall receive prior approval by the Board of Directors.

## 4. Meals

4.1. When conducting Association business, a claim for the actual meal expense or the meal allowance may be claimed, subject to the following:

### 4.1.1. Eligibility

4.1.1.1. Breakfast: reimbursement may be claimed if departure is earlier than 7:30 a.m.

4.1.1.2. Lunch: reimbursement may be claimed if departure is earlier than 12:00 p.m. or return time is later than 1:00 p.m.

4.1.1.3. Dinner: reimbursement may be claimed if return time is later than 6:30 p.m.

4.1.1.4. A claim for reimbursement may not be made for any meal provided.

### 4.1.2. Claimable amounts

4.1.2.1. Without receipt, to a daily maximum of \$30

Breakfast      \$10

Lunch            \$10

Dinner           \$10

4.1.2.2. With itemized receipt, to a daily maximum of \$100

Breakfast      \$30

Lunch            \$40

Dinner           \$50

4.1.3. A claim for reimbursement may not be made for alcoholic beverages.

## 5. Accommodations

5.1. If overnight accommodation is required when conducting Association business:

5.1.1. Hotel: the rate for single occupancy in a standard room may be claimed.

5.1.2. Non-hotel: an allowance of \$50 per night for non-hotel stays (i.e. private accommodation with family or friends) may be claimed. No receipt is required.

- 5.1.3. Conference: the rate negotiated at approved conference hotels may be claimed. If the stay is at a hotel other than the approved conference hotels and the rate exceeds the conference rate, the Association will reimburse the approved conference rate.
  - 5.2. Accommodations arranged by the Association
    - 5.2.1. Accommodations for Board of Director meetings, strategic planning and the leadership retreat may be made by the Association.
    - 5.2.2. If cancellation is necessary, Association staff and/or the hotel directly must be contacted in advance to ensure the Association is not billed for the room charge. In the event that advance notice of a cancellation is not provided, the room will be charged to the Director's zone or board.
  - 5.3. Accommodations for the Executive Director and President are determined by business need.
  - 5.4. A claim for overnight accommodation within the municipality an individual resides may only be made if a valid business purpose is demonstrated.
6. Communications and Business Services
- 6.1. Reasonable charges for communications and business services including internet access, telephone calls, photocopies, faxes and equipment rental for presentations may be claimed.
  - 6.2. In certain circumstances, digital devices may be issued to Directors. These are provided to facilitate Association work, including during times when travelling outside of the province or country. In the event that personal use of a device during travel incurs costs beyond the Association's plan coverage, the Director is responsible for reimbursing the Association.
7. Gratuity
- Reasonable (i.e. up to 20%) gratuity for services received, including those in relation to meals, hotel services and transportation may be claimed.
8. Hospitality
- 8.1. Reasonable costs of meals or hospitality, when providing for a specific business purpose, may be claimed by the President or the Executive Director.
  - 8.2. Documentation of the business purpose of the hospitality which notes the names of the individuals or the group involved shall accompany the claim.
9. Claim Submission

## 9.1. Timelines

- 9.1.1. Claims for reimbursement shall be submitted on a timely basis, generally within 30 days of incurring the expense or per diem.
- 9.1.2. Approved claims will be processed for payment within 30 days of approval.
- 9.1.3. In all circumstances, claims for expenses and per diems within a fiscal period (September 1 – August 31) must be submitted no later than the 15th of September in the following fiscal period.

## 9.2. Receipts

- 9.2.1. Unless specifically noted in this document, all claims for reimbursement shall be supported by a detailed itemized receipt (original or copy).
- 9.2.2. When the receipt is for a group of people (e.g. a meal), the names of all individuals for whom expenses were incurred must be noted.

## 10. Claim Approval

- 10.1. The Finance and Audit Committee Chair shall approve all Director and trustee per diem and expense claims, and the Executive Director's expense claims, which conform to Governance Policy 7 Appendix B – Per Diem and Expense Guidelines.
- 10.2. The President shall approve the Finance and Audit Committee Chair's per diem and expense claims which conform to Governance Policy 7 Appendix B – Per Diem and Expense Guidelines.
- 10.3. Claims which pertain to circumstances not contemplated by Governance Policy 7 Appendix B – Per Diem and Expense Guidelines and which relate to an extraordinary circumstance affecting the Association may be referred by the appropriate approval authority (as delegated in sections 10.1 and 10.2) to the Finance and Audit Committee for determination.
- 10.4. Claims which have been declined by the appropriate approval authority (as delegated in sections 10.1 and 10.2) as they do not comply with Governance Policy 7 Appendix B – Per Diem and Expense Guidelines may be appealed by the affected individual to the Finance and Audit Committee. Written rationale for the appeal must be provided.
- 10.5. A report shall be provided to the Finance and Audit committee which summarizes claims approved or denied by the appropriate approval authority.

## 11. Summary – Per Diem Claimable and Honouraria Covered Activities

Legend: ✓ (per diem columns) = the individual identified is eligible to claim for the activity  
 x (per diem columns) = the individual identified is not eligible to claim for the activity

✓ (honourarium columns) = the activity is covered by the honourarium

x (honourarium columns) = the activity is not covered by the honourarium

Activity	Per Diem			Honourarium	
	President	Vice-President	Director/Trustee	President	Vice-President
<b>MEETINGS</b>					
<b>Association General or Special Meetings</b>					
Preparation	x	x	x	✓	✓
Attendance	✓	✓	x	x	x
<b>ASBA-provided professional development and other offerings</b>					
Preparation	x	x	x	✓	✓
Attendance	x	x	x	✓	✓
<b>Zone Meetings</b>					
Preparation	x	x	x	✓	✓
Attendance	✓	✓	x	x	x
<b>Executive Committee meetings, including agenda and calendar review and work with the Executive Director</b>					
	x	x	x	✓	✓
<b>Board of Directors meetings, including regular and special meetings, strategic planning session, leadership session (including Executive Director and Board evaluations), orientation</b>					
Preparation	x	x	x	✓	✓
Attendance	✓	✓	✓	x	x
			Directors only, unless specified		
<b>BOARD OF DIRECTORS COMMITTEES AND TASK FORCES</b>					
<i>Generally, work associated with formal appointment to a standing or ad hoc committee or task force will be compensated by per diem. Only those individuals duly appointed to any committee or task force are eligible to claim a per diem.</i>					
<b>Finance and Audit Committee</b>					
Meeting Preparation	x	x	x	✓	✓
Meeting Attendance	✓	✓	✓	x	x
Committee Work, including approval of claims	✓	✓	✓	x	x
<b>Policy Development Advisory Committee</b>					
Meeting Preparation	x	x	x	x	✓
Meeting Attendance	x	✓	✓	x	x

<b>Committee Work</b>	x	√	√		x	x
<b>Advocacy Committee</b>						
<b>Meeting Preparation</b>	x	x	x		√	√
<b>Meeting Attendance</b>						
<b>Committee Work, including approval of claims</b>	√	√	√		x	x
<b>CEO Evaluation and/or Compensation Committee</b>						
<b>Meeting Preparation</b>	x	x	x		x	x
<b>Meeting Attendance</b>	√	√	√		x	x
<b>Committee Work</b>	√	√	√		x	x
<b>Ad Hoc Committees/Task Forces</b>						
<b>Meeting Preparation</b>	x	x	x		√	√
<b>Meeting Attendance</b>	√	√	√		x	x
<b>Committee Work</b>	√	√	√		x	x
<b>Zone Chair and Vice-Chair Meetings</b>						
<b>Meeting Preparation</b>	x	x	x		x	√
<b>Meeting Attendance</b>	x	√	√		x	x
<b>Ex-officio engagement, any committee</b>						
	x	x	x		√	x

## CONFERENCES

<b>Association-approved conference and professional development attendance (<i>subject to budget</i>)</b>	√	√	√ Directors only, unless specified		x	x
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## PARTNERS

*Generally, engagement with partners will be compensated by per diem only if such engagement is resultant from formal invitation, by virtue of position, directly related to role at ASBA.*

Formal meetings with Ministers or other Government Officials	√	√	√	x	x
Informal communications with the Minister or other Government Officials, as appropriate	x	x	x	√	√
Event attendance resultant from formal invitation and by virtue of position, directly related to role at ASBA	√	√	√	x	x
Attendance at Partner Conferences and Events as designated ASBA representative	√	√	√	x	x
<b>Four Partners</b>					
Meeting and Retreat Preparation	x	x	x	√	√
Meeting Attendance	x	x	x	√	√
Retreat Attendance	√	√	x	x	x
<b>Canadian School Boards Association Meetings</b>					
Meeting Preparation	x	x	x	√	x
Meeting Attendance	√	x	x	x	x
Fostering of relationships with partners	x	x	x	√	√

## GENERAL ACTIVITIES

Interviews or discussions with media	x	x	x	√	√
Communication with Board of Directors, school boards and trustees (conversations, emails, telephone calls)	x	x	x	√	√

## TRAVEL

Reasonable travel associated with performance of per diem-claimable and honorarium-covered duties will be compensated by per diem as well as travel expenses	√	√	√	x	x
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## Governance Policy 7 Appendix C: Request for Information/ Action Form

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*This form is to be appended to the Directors' written report to the Board.*

<b>Date</b>	
<b>From</b>	
<b>Nature of request</b>	Information Action
<b>Summary of request and rationale</b>	
<b>Relevant background</b>	<i>(may be included here or appended)</i>
<b>Desired outcome</b>	Information provided by administration Action <i>(please specify)</i>
<b>Desired timeline</b>	Immediate By next Board of Directors meeting By date <i>(please specify)</i>

### Follow up

<b>Date of consideration</b>	
<b>Board decision</b>	Accepted As submitted As amended Referred to committee Declined
<b>Timeline</b>	
<b>Additional notes</b>	

## **Governance Policy 8: Committees of the Board of Directors**

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The Board may establish committees of the Board when necessary to assist it with governance functions.

Bylaw No. 3 establishes the Executive Committee as a standing committee with membership including the President, Vice-President and Executive Director (non-voting). Further, Bylaw No. 6 provides that where consensus is not possible, the President shall determine the course of action to be taken.

Bylaw No. 8 permits the Board of Directors to establish other standing committees to assist the Board with work of an ongoing nature and to establish ad hoc committees to assist the Board on a specific project for a specific period of time.

### **8.1 General Requirements of Standing Committees, Ad Hoc Committees and Task Forces**

8.1.1 Committees and task forces shall be advisory to the Board of Directors and shall investigate and report to the Board in accordance with established terms of reference.

8.1.2 Committees and task forces shall make recommendations to the Board of Directors but the power to make decisions shall reside with the Board of Directors, unless specific decision-making authority has been properly delegated by the Board of Directors.

8.1.3 All committee appointments are determined by the Board of Directors.

### **Standing Committees**

Consistent with provisions in Bylaw 8, the Board of Directors has established the following standing committees with the noted purpose, powers and duties, membership and meetings.

### **8.2 Executive Committee**

8.2.1 Responsibilities of the Executive Committee shall include, but are not limited to:

8.2.1.1 Request the Executive Director to call a special meeting of the Board of Directors (as provided for in Bylaw No. 9).

8.2.1.2 Plan agendas of the Board of Directors.

8.2.1.3 Perform all duties delegated by the Board of Directors.

8.2.1.4 In emergent situations, may make decisions to be ratified by the Board of Directors at the next regularly scheduled meeting.

8.2.1.5 Report to each Board of Directors meeting through the President.

### **8.3 Policy Development Advisory Committee (PDAC)**

### 8.3.1 Purpose

- 8.3.1.1 To ensure Bylaws, Association policy positions and Board of Directors governance policies are current and relevant.

### 8.3.2 Powers and Duties

- 8.3.2.1 Request all member boards to identify proposed Association policy positions affecting education in their jurisdictions.
- 8.3.2.2 Request member boards to submit their proposed Association policy positions together with appropriate background research information, to their respective geographical Zones.
- 8.3.2.3 Review proposed Association policy positions from Zones and
  - 8.3.2.3.1 Request additional background or clarification when warranted;
  - 8.3.2.3.2 Ensure consistent format;
  - 8.3.2.3.3 Amalgamate overlapping proposals; and
  - 8.3.2.3.4 Determine reclassification as a request for consideration or action or issue if warranted.
- 8.3.2.4 Present proposed Association position statements to the Board of Directors for review and circulation to Boards and Zones.
- 8.3.2.5 Provide for legal review of proposed Association position statements, if required.
- 8.3.2.6 Review responses from Boards and Zones and formulate Association position statement wording for consideration at a General Meeting.
- 8.3.2.7 Assess emergent Association policy positions or requests for consideration or action submitted to both SGM and FGM and determine compliance with the principles for Association policy development as outlined in Governance Policy 10.
- 8.3.2.8 Chair the Business Sessions of the Spring and Fall General Meetings.
- 8.3.2.9 Ensure Association policy positions taken by the ASBA Board of Directors between General Meetings and requests for consideration or action, if necessary, are placed before the assembly for their consideration as position statements at the next General Meeting.
- 8.3.2.10 Notify all Boards of their opportunity to submit proposed bylaw amendments for consideration at the Spring General Meeting.
- 8.3.2.11 Review the ASBA Bylaws and make recommended housekeeping amendments to ensure currency.

- 8.3.2.12 Review issues submitted by individual Boards or Zones for consideration by the Board of Directors and make recommendations to the Board of Directors for the disposition of issues, including:
  - 8.3.2.12.1 Issues to be dealt with by the Board of Directors;
  - 8.3.2.12.2 Issues to be forwarded to the Board of Directors as proposed Association policy positions;
  - 8.3.2.12.3 Broad based issues recommended to the Board of Directors to be examined as a major theme to be considered by the membership at a General Meeting (which is not anticipated to result in an immediate position statement);
  - 8.3.2.12.4 Issues to be actioned through the development of a report or study;
  - 8.3.2.12.5 Information to be considered as part of the Board of Directors strategic planning process;
  - 8.3.2.12.6 Issues to be examined/discussed at the Zone level;
  - 8.3.2.12.7 Any other action the Committee deems appropriate.

### 8.3.3 Membership

- 8.3.3.1 Vice-President (Chair).
- 8.3.3.2 At least two (2) Board of Directors members.

### 8.3.4 Meetings

- 8.3.4.1 As required at the call of the Chair.

### 8.3.5 Reporting

- 8.3.5.1 Provide recommendations and updates to the Board of Directors as required.

## 8.4 Finance and Audit Committee

### 8.4.1 Purpose

- 8.4.1.1 To assist the Board of Directors in fulfilling its oversight responsibilities with respect to financial matters.

### 8.4.2 Powers and Duties

- 8.4.2.1 Establish budget assumptions upon which budget options will be developed and make recommendations on the same to be approved by the Board.
- 8.4.2.2 Develop a draft budget for recommendation to the Board of Directors.

- 8.4.2.3 Arrange for presentation of draft budget to zones and the Spring General Meeting. Normally, Directors will present to their respective metro Board and/or Zone and the committee chair will present to the membership at the Spring General Meeting.
- 8.4.2.4 Meet with auditors to:
  - 8.4.2.4.1 Establish audit parameters.
  - 8.4.2.4.2 Review audited financial statements and recommend to the Board of Directors approval of the annual financial statements.
- 8.4.2.5 Review quarterly financial reports.
- 8.4.2.6 Per diem and expense claims:
  - 8.4.2.6.1 Make a determination regarding approval of claims which pertain to circumstances not contemplated by GP7 Appendix B – Per Diem and Expense Guidelines and which relate to an extraordinary circumstance affecting the Association which have been referred by the appropriate approval authority to the Finance and Audit Committee for determination.
  - 8.4.2.6.2 Hear appeals, supported by written rationale for claims which have been declined by the appropriate approval authority and appealed by the affected individual to the Finance and Audit Committee and make a determination to uphold the declination or to approve.
- 8.4.2.7 Other matters as may be delegated by the Board of Directors.
- 8.4.3 Membership
  - 8.4.3.1 Vice-President, Chair.
  - 8.4.3.2 All Directors, in committee of the whole.
- 8.4.4 Meetings
  - 8.4.4.1 At the call of the Chair, and may include:
  - 8.4.4.2 February to establish budget assumptions and review quarterly financial report.
  - 8.4.4.3 March to develop draft budget for recommendation to the Board of Directors.
  - 8.4.4.4 May to review quarterly financial report.
  - 8.4.4.5 September to meet with auditors to establish audit parameters and review quarterly financial report.

- 8.4.4.6 December to meet with auditors to receive audited financial statements and review quarterly financial report.
    - 8.4.5 Reporting
      - 8.4.5.1 Provide recommendations and updates to the Board of Directors as required.
  - 8.5 Advocacy Committee
    - 8.5.1 Purpose
      - 8.5.1.1 The Advocacy Committee has been established as a standing committee to assist the Alberta School Boards Association in fulfilling its role in provincial-level advocacy.
    - 8.5.2 Definition
      - 8.5.2.1 For the purposes of this committee, advocacy refers to a comprehensive set of actions with the intention of advancing ASBA priorities at a provincial and political level. The Advocacy Committee guides the development of advocacy initiatives, and ensures that its components align with ASBA Foundational Statements, Strategic Plan and operational framework.
    - 8.5.3 Powers
      - 8.5.3.1 The Board of Directors delegates to the Advocacy Committee the decision making authority required to develop, initiate and implement advocacy strategies on behalf of the Board.
    - 8.5.4 Duties
      - 8.5.4.1 Lead the creation of an advocacy action plan and strategies for priority initiatives.
      - 8.5.4.2 Actively provide support to the advocacy work of the President.
      - 8.5.4.3 Provide regular updates and progress reports to the Board of Directors at Board Meetings, and more frequently if required.
      - 8.5.4.4 Work with Administration to implement the execution of advocacy strategies.
      - 8.5.4.5 When determining advocacy priorities and initiatives, the Committee will consider the following:
        - 8.5.4.5.1 Position statements arising from Fall or Spring General Meetings
        - 8.5.4.5.2 Member Requests for Action as approved by the Board of Directors

- 8.5.4.5.3 ASBA President’s role as the spokesperson for the Association
  - 8.5.4.5.4 Scope of impact and reach for as many members as possible
  - 8.5.4.5.5 Resourcing required to undertake specific advocacy initiatives
  - 8.5.4.5.6 ASBA’s Foundational Statements, Strategic Plan and Advocacy Framework
  - 8.5.4.5.7 Advocacy strategies at the Zone level
  - 8.5.4.5.8 Alignment with operational advocacy initiatives and activities.
- 8.5.5 Membership
- 8.5.5.1 Vice-President, Chair.
  - 8.5.5.2 A minimum of three (3) Directors representing metro, rural and urban boards.
- 8.5.6 Meetings
- 8.5.6.1 At the call of the Chair.
- 8.5.7 Reporting
- 8.5.7.1 Provide updates on decisions made by the Advocacy Committee to the Board of Directors as required.
  - 8.5.7.2 Present recommendations to the Board of Directors as required.
- 8.6 Ad Hoc Committees and Task Forces
- 8.6.1 Ad hoc committees may be established from time to time to assist the Board for a specific purpose or function. These may take the form of task forces.
  - 8.6.2 At the time of formation, the Board will establish the terms of reference, membership, timelines, budget, and reporting requirements for each ad hoc committee or task force. Due consideration will be given to current Association work and priorities, including those articulated in the Strategic and Advocacy plans.
  - 8.6.3 The term of appointment shall end upon conclusion of the appointed purpose or function or at the pleasure of the Board.
  - 8.6.4 At least annually, the Board will review all ad hoc committees and task forces to ensure relevance, achievement of purpose and determine continuation.
- 8.7 Resource Personnel

8.7.1 The Chief Executive Officer may appoint resource personnel to work with standing or ad hoc committees and task forces and shall determine the roles, responsibilities and reporting requirements of the resource personnel.

## Governance Policy 9: Board of Directors Representatives to External Committees

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In order to achieve the objectives contained in the Strategic and Advocacy Plans, as well as to maximize influence, the Board of Directors may appoint Directors and others to represent the Board on various external committees, agencies and organizations. Such representation is established at the discretion of the Board of Directors to facilitate the exchange of information on matters of mutual concern and/or to discuss possible agreements between the Association and other organizations.

The Board of Directors will determine the terms of reference for each representative. The Executive Director may appoint resource personnel to work with representatives and shall determine the roles, responsibilities and reporting requirements of resource personnel.

### 9.1 Types of Committees

The following typology will provide guidance regarding appointments to external committees:

#### 9.1.1 CATEGORY A

- 9.1.1.1 Category A committees are overarching advisory structures that provide input to sponsoring agencies at the elected official, CEO or equivalent staff level. Their terms of reference or mandate are such that their deliberations impact policy type decisions that affect large numbers of students or employees.
- 9.1.1.2 Committee representatives have voting status; the ASBA may also be entitled to additional representation of non-voting observer status.
- 9.1.1.3 The ASBA appointees to Category A committees will normally be Directors or the Executive Director. If no Director is able to serve, preference will be given to trustees who have Director experience. In most instances, where the sponsoring agency allows, staff officers will be assigned to act in an observer/supporter role. The Board of Directors will make appointments to Category A committees.

#### 9.1.2 CATEGORY B

- 9.1.2.1 Category B committees provide input to middle management levels of the sponsoring agency. The input they provide affects decisions for “wide scope” programs, but normally the issues they address are reviewed at higher levels within the sponsoring agency. The issues are often a mix of policy and operational implications of policy. At times these committees may function as “appeal” committees or interpreters of policy. Committee representatives have “voting” status.

9.1.2.2 The ASBA appointees to Category B committees will normally be trustees. If deemed necessary, staff officers may be appointed as observers/supporters or as alternates. The Board of Directors will make appointments to Category B committees.

### 9.1.3 Appointments to Category A and B committees

9.1.3.1 For Category A and B committees where the proposed appointee is a Director, the President will make the recommendation to the Board of Directors.

9.1.3.2 For Category A and B committees where the Board of Directors' appointee is a trustee, the Director who will review submissions of interest for external committee representation and make recommendations to the Board will be determined by the following rotation:

- 9.1.3.2.1 President
- 9.1.3.2.2 Zone 1
- 9.1.3.2.3 Vice-President
- 9.1.3.2.4 Calgary Catholic
- 9.1.3.2.5 Zone 2/3 (1)
- 9.1.3.2.6 Edmonton Public
- 9.1.3.2.7 Zone 4
- 9.1.3.2.8 Edmonton Catholic
- 9.1.3.2.9 Zone 5
- 9.1.3.2.10 Calgary Public
- 9.1.3.2.11 Zone 6
- 9.1.3.2.12 Zone 2/3 (2)

## 9.2 CATEGORY C

9.2.1 Category C committees provide input to program managers or middle managers. The issues they address are usually limited to a specific program and/or event.

9.2.2 Usually they operate within broad policy parameters and interpret policy within a specific operational context. These committees are at times referred to as "working groups" or "working committees". In most, but not all instances, their work will be relatively short term. These committees also include ones where the ASBA has only "observer" as opposed to "voting" status, and the prime role of the appointee is to facilitate communication between the ASBA and the sponsoring agency.

9.2.3 The ASBA appointees to Category C committees will normally be staff officers. Appointments are made by the Executive Director and reported to the Board of Directors.

### 9.3 CATEGORY D

9.3.1 From time to time, sponsoring agencies, especially Alberta Education, have a need for representatives who can provide a layperson's perspective on a variety of educational issues. The agency is not looking for the corporate view of the ASBA, but looks to the ASBA to help them find a reasonably well-informed and responsible representative. These committees may be advisory to any level of management within the agency, but usually they are dealing with operational rather than policy issues. Committees of this type are characterized as Category D committees.

9.3.2 The ASBA appointees to Category D committees will be trustees, preferably with no professional background in education. Both the sponsoring agency and the appointee will be advised that the appointee does not represent or should not feel compelled to represent an ASBA corporate position. Appointees are expected to report back to the ASBA and raise issues that may be of concern to the ASBA. Appointments to Category D committees are made by the Executive Director and reported to the Board of Directors.

### 9.4 Appointment Terms

9.4.1 Committee representatives will normally be appointed for two-year terms or for the life span of the committee, whichever comes first. If the life span of the committee is more than two years, a committee member may be re-appointed at the discretion of the appointing authority as determined in the committee typology set out above.

### 9.5 Appointment Communication and Rationale

9.5.1 External committee representation opportunities will usually be made known through calls for interest. In addition to qualifications and experience, consideration will be given to ensuring appointments are allocated equitably with regard to factors such as Zone distribution, size of Board and public/separate/Francophone balance.

### 9.6 Expectations for Committee Representatives

9.6.1 Committee representatives are responsible for advancing ASBA positions as provided in the Association's mission, vision, mandate, guiding principles, and policies. If formal direction has not been provided and there is a policy gap, the representative is to identify the need for Association direction in a formal report to the Board of Directors, and recommend, if possible, what that direction should be. The representative is further expected to keep the ASBA Board of Directors informed about committee work and direction through the tabling of written reports.

## 9.1 Reports to the Board of Directors

### 9.6.2 Meeting reports

9.6.2.1 Representatives shall provide written reports to the Board of Directors following each committee meeting. Appendix B provides a template for meeting reports.

### 9.6.3 Annual Reports

9.6.3.1 In addition to filing meeting reports after each meeting, committee representatives are required to file annual reports. Appendix C provides a template for annual committee reports.

## Governance Policy 9 Appendix A: Protocol for External Committee Representatives

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### BACKGROUND

The ASBA Board of Directors is pleased that you have agreed to give of your time to represent the ASBA. Your role as an external committee representative is a highly important one.

At any time, the ASBA is represented on approximately 50 external committees. These committees are established by a variety of sponsoring agencies or organizations. Several of these committees advise Alberta Education as provincial educational policy is developed in areas such as curriculum, student evaluation practices, teacher certification requirements and practices, governance policies and finance plans. Departments of government other than Alberta Education, such as Alberta Infrastructure, also seek our advice through advisory committees. Other committees provide input to post-secondary institutions, especially as their work relates to teacher training. Yet other committees provide input to stakeholder organizations such as the Alberta Teachers' Association.

One of the major ways that our Association can influence educational policy is through our representation on advisory committees. You can assist the Association by ensuring that our beliefs and policy positions are given full consideration.

It is always a challenge for any organization to ensure tight linkages between its Directors and the staff and committee appointees who work together to further our common aims. ASBA wants to facilitate your efforts by clarifying the expectations held of you as a representative. We want to make sure that lines of two way communication between you and the Board are clear and open at all times. We hope that the guidelines set out in this Protocol document will be helpful in that regard. We invite you to give us feedback that will help to improve these guidelines in the future. Please send any comments about these guidelines or any aspect of your role as an ASBA representative to the Executive Director at any time.

Thank you for assisting ASBA in its important work of ensuring that the best education possible is provided for our students, and for ensuring that the voice of trustees is heard.

## **COMMITTEE REPRESENTATIVE APPOINTMENT PROCESS**

### **Types of Committees**

Your Association has developed a typology of committees. This typology assists the Board of Directors in making appointments on a consistent basis. The types and the appointment guidelines are set out in Board of Directors governance policy 9. It is important to note that the typology is only a guideline used by your Board. There are many reasons why they might make some appointments that do not follow the guidelines in a rigid manner.

Examples of Category A Committees include the following:

- Program and Assessment Advisory Committee (PAAC) – Advisory to the Assistant Deputy Minister, Basic Learning Division. Input affects all aspects of student learning programs, e.g. curriculum, graduation requirements, student assessment programs and practices

Examples of Category B Committees include the following:

- Certification Appeal Committee

Examples of Category C Committees include the following:

- ATA's Curriculum Committee
- Alberta Education's Social Studies Advisory Committee
- Alberta Education's Education Week Committee

Examples of Category D Committees include the following:

- All of Alberta Education's Diploma Examination Advisory Subject Area Advisory Committees (Math, Science, Social Studies, etc.)

### **Appointment Terms**

As a committee representative, you are asked to alert the Administrative Assistant when your two -year term is coming close to expiry. You should also indicate whether you have a desire to be re-appointed. You are also asked to alert the Administrative Assistant if the committee you are on ceases to exist.

### **Appointment Procedures**

When the ASBA receives a request from a sponsoring agency to appoint a representative to a committee, the Executive Director distributes a memo to all Board chairs to ascertain interest in serving on the new committee. The memo provides a description of the committee.

Board chairs are asked to alert the trustees on their boards of these opportunities. Usually time is of the essence and prompt replies are appreciated.

The call for interest requests interested parties to state briefly their expertise in the area of the committee's work and how they feel they might contribute to its efforts. The appointing authority (as set out in Board of Directors governance policy 9) reviews these expressions of interest and makes an appointment. In addition to qualifications and experience, consideration will be given to ensuring that appointments are allocated equitably with regard to such factors as Zone distribution, size of Board, and public/separate/Francophone balance.

## **GUIDELINES FOR REPRESENTING THE ASBA**

### **Know and be guided by policy**

The ASBA is a policy driven organization. Association Policy is set by the membership at the Spring and Fall General Meeting each year. Policy is communicated through the ASBA Governance Handbook, updated periodically to reflect policy changes. In order to allow the Association to respond to issues in a timely manner, the Board of Directors is also empowered to set policy as required which must be ratified by the membership at the next General Meeting.

Committee appointees represent a corporate point of view. As such, you must familiarize yourself with Association policy, particularly in the area related to the work of the committee you are on. Policies are guides to action.

### **Maintain open communications with the Association**

- In many instances, you will be asked for input on matters on which the ASBA has no specific policy, or you believe there is a need for the Association to reconsider its current policy. In such situations, you can follow the following guidelines:
  - If the matter appears not to have general policy implications or to have minimal or short-term consequence, use your best judgment. Report the position you have taken in your next meeting report, so that your colleagues, the Board of Directors and Association staff are aware of it.
  - If the matter appears to have policy implications, or if the position you feel should be taken is at variance with existing policy, ask the committee chair for time to research the matter before the committee moves to closure. Usually if the matter is of this level of significance, other committee members will also want time to discuss it with their constituents. Then discuss the matter with the Executive Director, who will help you determine if there is a further need to discuss it with the President or possibly the Board of Directors.
  - There are instances where there is no specific policy on a matter under discussion, but where it is quite clear that a position can be inferred from existing policy. For example, at one time ASBA had a policy that stated a need for high school math course streams so that the needs of the mid-range student could be met. If you found yourself on a committee addressing the issue of program structure for language arts, you might assume that the same situation would apply. In such instances, you may want to alert

ASBA, through your meeting reports, that there may be a need to develop more generalized policy belief statements.

- In some instances, committees on which you serve will deal with matters where confidentiality is requested. Committee chairs should clarify this at the outset. You are certainly at liberty to respect such confidentiality. However, if the matter is of the nature described above, you should still request permission to discuss the matter with the Executive Director and/or President prior to taking a position. These individuals will also respect whatever confidences may be necessary.
- Create “linkages” with other committee representatives dealing with a similar area. For example, ASBA is represented on several Alberta Education curriculum committees. It’s useful to know what issues the other related committees are addressing and how they are addressing them.
- If a staff observer is assigned to work with you on the committee, discuss your working relationship in advance. Staff observers can be particularly helpful to you by reviewing agendas and providing you input in advance of the meeting. If you agree that the staff observer can speak at the meeting, make sure your messages are aligned. Staff observers can also save you a lot of time by drafting meeting reports for you. However, the report is yours, and you should review it and feel free to request changes before the report is filed if you feel it is necessary.

### **Adhere to general good committee member practices**

Most of you are no strangers to working with groups. A committee is really just another working group. The following are a few “reminders” that might be of assistance.

- Be supportive and be a good listener. Listen attentively to the speaker and avoid interrupting. Give others a full opportunity to explain their point of view before reacting. Encourage fellow committee members to share their opinions and comment on issues. Even when disagreeing, find something positive in other members’ points of view where possible. Compliment the chair for running a good meeting.
- Greet committee members and talk with them. Show interest in the person sitting next to you. Representatives of CASS and ASBOA in particular will often have a perspective similar to yours. Serve as a coach and mentor. Volunteer to take time to update a new committee member on what has happened in the past.
- Don’t shoot the messenger. Committee chairs or people making presentations to committees also represent a corporate point of view, especially employees of Alberta Education. At times they may not even personally agree with the point of view they are expressing or the program they are representing. Try to de-personalize your responses and criticism.
- Stick to the “big issues”. (Some refer to this as “picking your hills to die on.”) Most committees address several issues. Rather than appearing to be negative, at times it may be

preferable to remain silent on some matters, so that you will be more likely to be heard on the big issues.

## **REPORTING EXPECTATIONS**

### **Meeting Reports**

You are expected to file a report with the Executive Director as soon as possible after each meeting you attend. Expectations for these meeting reports are set out in Board of Directors Governance Policy 9, Appendix B.

## Governance Policy 9 Appendix B: Meeting Report Template

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The required section is a maximum of one page, formatted as a Board of Directors meeting agenda item. The requirements for this one-page report are as follows:

### 1. Title

Substance: A brief description of the item e.g. “Program and Assessment Advisory Committee Meeting Report”.

### 2. Issue

Substance: The issue is to state what the ASBA has to address as a result of what occurred at the meeting; if you think nothing has to be addressed or no action has to be taken, simply state, “No issues; the report is for information only.”

Format: State the issue(s) in one or more brief sentences in question form.

### 3. Background

Substance: The background section is to list items discussed at the meeting and decisions reached, and is to highlight those matters that relate most directly to the issue you have identified. Consider including connections to the ASBA Strategic and Advocacy Plans as well as Association Policy, where relevant.

Format: Use the heading “Background” followed by two or three brief paragraphs; point form is acceptable.

### 4. Recommendation(s)

Substance: The recommendation(s) is/are to state the action(s) that you think ASBA must take related directly to the issue identified at the outset; if no action is required, simply state “that the report be received for information”.

Format: Use the heading “Recommendation(s)” followed by statements of the action(s) to be taken, using the word “that” as the first word. Number the recommendations.

### 5. Attachment(s)

Substance: Your one-page report is a requirement. Attachment(s) are optional. Use them if you feel that the Board of Directors may wish to receive more explanatory detail. Attachments will be similar to meeting minutes, but will be your interpretation of what happened at the meeting.

## Governance Policy 9 Appendix C: Annual Report Form for ASBA External Committees

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(This report is to be submitted to the ASBA annually or as requested by external committee representatives who have been appointed by ASBA)

1. Name of the external advisory committee:
2. Name of the ASBA external committee representative (your name):
3. Name of the advisory committee chair or coordinator:
4. Number of meetings held during the last year:
5. Number of days the committee met during the last year:
6. Key issues addressed or decisions reached by the committee during the last year: (Please be brief and list only the four to ten issues/decisions that have greatest relevance to ASBA- remainder of this page only if possible)
7. Will this committee continue to meet? (Yes / No)  
If YES, how many days of meeting do you expect it might meet this coming year?
8. Do you feel that ASBA should continue to be represented on this committee? (Yes / No)

Comments:

9. When does your term of appointment expire? (Appointment terms are normally for two years.)
10. Upon expiry of your appointment term, would you like ASBA to consider extending the term of your appointment? (Yes / No)
11. Based on your involvement on this committee, are there any actions you would recommend ASBA take in addition to actions that may already have been taken based on recommendations made in your on-going reports of each meeting? If so, list and provide a brief rationale.



## Governance Policy 10: Association Position Statement Development Process

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Desired outcomes of the Association's position statement process:

- Provides timely communication and action which serve the interests and perceived needs of members;
- Unifies the members around collective action;
- Elegant in its simplicity (takes into consideration all complexity surrounding the process, with a result that is understandable; not simplistic);
- Issues-focused rather than process/parliamentary procedures-focused.

### 10.1. Definition and Purpose

10.1.1. Association position statements are defined as “guidelines for future discretionary action”. These statements serve to guide:

10.1.1.1. The ASBA President, when making representations to the Minister and other organizations;

10.1.1.2. The Board of Directors in identifying and selecting alternative modes of action within the parameters given;

10.1.1.3. Those who represent the Association on external committees;

10.1.1.4. Trustees when addressing a current issue, whether at a forum, task force, or other structure; and

10.1.1.5. The work of the ASBA Advocacy Committee.

10.1.2. Association position statements allow the membership to steer the Association in desired directions.

10.1.3. In 2018, the Association's policy positions were renamed “position statements”. ASBA continues to use the term policy position when the Association is required by circumstance to adopt a position on education policy outside of a General Meeting, as outlined in section 10.7. When those policy positions are ratified at a General Meeting, they become ASBA position statements.

### 10.2. Development Principles

The following principles shall guide the development, adoption, and attendant actions on resolutions for Association position statements placed before the membership at the General Meeting.

- 10.2.1. Position statements are to clearly define the belief, need, or concern to be addressed by the General Meeting.
  - 10.2.2. Position statements are to be consistent with the vision, mission, values, bylaws and the needs of the Association, thereby making the Association's positions both sound and consistent.
  - 10.2.3. Where the substance of a proposed position statement would alter or contradict an Association position in effect, amendment to or deletion of the current position statement is to be an integral part of the resolution.
  - 10.2.4. Association position statements are to be reviewed a minimum of every five (5) years to either reaffirm, amend or delete existing statements in order to give maximum emphasis to the needs and/or concerns of the membership.
  - 10.2.5. Association position statements can also seek to amend or delete existing position statements.
  - 10.2.6. Updates on decisions undertaken by the Board of Directors with respect to Association positions are to be given at all Zone meetings. As well, opportunities for input are to be provided.
- 10.3. Regular Position Statements
- 10.3.1. Notwithstanding Bylaw 8.2.7, resolutions on proposed position statements will normally be considered at the Fall General Meeting.
  - 10.3.2. The Policy Development Advisory Committee shall annually issue a call to all member boards to identify proposed Association position statements affecting education for consideration at the Fall General Meeting.
  - 10.3.3. In accordance with item 10.2.2, a timeline outlining the annual process will be provided with the call for proposed Association position statements.
  - 10.3.4. Member boards shall submit their proposed Association position statements, together with appropriate background research information, to their respective geographical zones.
  - 10.3.5. Geographical zones may forward up to three proposed Association position statements sponsored by a Board or the Zone to the Association. Suggested amendments to existing position statements will be in addition to the above limits. (Zone 2/3 – maximum of six.)
  - 10.3.6. The Policy Development Advisory Committee shall review the proposals from the Zones and:

- 10.3.6.1. Request additional background or clarification when warranted;
  - 10.3.6.2. Ensure the resolution wording is clear, consistent in format, and in alignment with section 10.2;
  - 10.3.6.3. Review the proposed position statements in relation to current ASBA position statements and identify possible duplication, overlap or conflicts for consideration by the sponsoring Board or zone;
  - 10.3.6.4. Amalgamate overlapping proposals; and
  - 10.3.6.5. Determine reclassification as a request for consideration, action, or issue, if warranted.
- 10.3.7. The Policy Development Advisory Committee will work with the sponsoring boards/zones to refine the draft position statements and ensure the final resolution presented to membership reflects the intent of the Zones or sponsoring board.
- 10.3.8. The Policy Development Advisory Committee shall recommend the final resolutions for proposed position statements, including: additions, deletions, amendments and reaffirmations, to the Board of Directors approval for placement before the membership at the Fall General Meeting.
- 10.4. Emergent Position Statements
- 10.4.1. Emergent position statements submitted by the membership for consideration at a General Meeting shall be submitted to the Policy Development Advisory Committee by 4:00 p.m. on the thirty-fifth (35) day prior to the first business day of a General Meeting.
- 10.4.2. The Policy Development Advisory Committee shall assess each emergent position to determine its compliance with the principles for Association position statement development.
- PDAC shall:
- 10.4.2.1. Reject positions that address issues which have arisen prior to the deadline for submission of regular position statements; and
  - 10.4.2.2. Cause to be announced, immediately after the emergent position statement has been placed on the floor of the General Meeting, rationale for and decisions reached, regarding compliance of the proposed emergent resolution with clause 10.4.2.

- 10.4.3. Emergent positions arising after the deadline for submission of emergent issues will be addressed by PDAC with a recommendation to the Executive Committee for disposition.
- 10.4.4. If the criteria defining an emergent position is not met, the matter may still be considered as an emergent position by the assembly at a General Meeting if:
  - 10.4.4.1. Consideration of the proposed position is supported by a two-thirds majority of voting Full Member Boards, and
  - 10.4.4.2. The mover makes available the wording of the position statement to all delegates.

#### 10.5. Extraordinary Positions

A position shall be accepted for consideration as an Extraordinary Position if:

- 10.5.1. The position arises out of the business of the General Meeting;
- 10.5.2. Consideration of the position is supported by a two-thirds majority of voting full member Boards; and
- 10.5.3. The mover makes available the wording of the position to all delegates.

#### 10.6. Disposition of Outstanding Position Statements

- 10.6.1. Resolutions for proposed position statements not addressed by the scheduled time of adjournment of the business session of a General Meeting shall be referred automatically to the Board of Directors for such action as the Board is at liberty to take in accordance with Bylaw 8.2.7.
- 10.6.2. These outstanding items must be included on the order paper of the business session of the next General Meeting.

## Governance Policy 11: Requests for Consideration or Action

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Bylaw 8 provides broad delegation to the Board of Directors to direct and control the business and affairs of the Association, and exercise all the powers of the Association which are not required by the Alberta School Boards Association Act, or by the Bylaws, to be exercised by the Association in a General Meeting.

A request for consideration or action requests a particular consideration or action take place within a defined timeline. Requests for consideration or action are subject to determination by the Board of Directors under the broad delegation provided in Bylaw 8. In contrast, a Position Statement is defined as a “guideline for future discretionary action”. Position Statements are subject to approval by the membership.

### Process

- 11.1 Any Board may submit a request for consideration or action through their Zone or Metro Director to the Board of Directors at any time.
- 11.2 A request for consideration or action shall be consistent with the vision, mission, values, bylaws and policies of the Association.
- 11.3 The Board of Directors will determine what action, if any, is to be taken on requests formally submitted by a Zone or Metro Director on behalf of a member Board.
- 11.4 Where and when appropriate, the Board of Directors may place the matter before the membership at a General Meeting.
- 11.5 Emergent requests for consideration or action may be referred to a General Meeting by the Policy Development Advisory Committee (PDAC) through the Executive Committee.
- 11.6 Reporting as to the progress made by the Association toward achieving the desired results in accepted requests may be made at each General Meeting.
- 11.7 Once the request is completed, it will be removed from further consideration.
- 11.8 In considering whether to accept a request for consideration or action, the Board of Directors may consider the following:
  - 11.8.1 Alignment with the Association’s priorities, including those contained in the Strategic and Advocacy Plans;

- 11.8.2 Whether the request has been discussed with the submitting Board's zone;  
and
- 11.8.3 Resources, both human and financial, required.

## Governance Policy 12: Role of the Chief Executive Officer

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**Title: Chief Executive Officer**

**Accountability: To the Board of Directors**

### 12.1 Board/Chief Executive Officer Relations

- 12.1.1 Implement the Board's direction with integrity in a timely manner.
- 12.1.2 Interact with the Board of Directors in a respectful, professional, transparent manner.
- 12.1.3 Facilitate the Board of Directors functions as defined in Board of Directors governance policy.
- 12.1.4 Provide accountability information in the form of an interim evidence portfolio for review by the Board of Directors at least once in the evaluation period and more often, if agreed.
- 12.1.5 Ensure agendas are provided to the Board in sufficient time to allow appropriate preparation.
- 12.1.6 Provide the Board with balanced sufficient concise information and clear recommendations in the form of briefing notes.
- 12.1.7 Keep the Board informed of relevant provincial government decisions/directions.
- 12.1.8 Receive direction from the Board of Directors for the Association Annual Report.
- 12.1.9 Facilitate the implementation and review of Board of Directors' governance policies.

### 12.2 Member Services

- 12.2.1 Offer a highly relevant program of services which are accessed and valued by member boards, including:
  - 12.2.1.1 Trustee and Board development;
  - 12.2.1.2 Provision of access to cooperative insurance/pension/purchasing programs;
  - 12.2.1.3 Educational and other support provided on a fee-for-service basis.

## 12.3 Personnel

- 12.3.1 Provide quality orientation and staff development opportunities.
- 12.3.2 Provide an environment conducive to quality staff recruitment and retention.
- 12.3.3 Ensure market relevant compensation and benefit coverage is provided for employees.
- 12.3.4 Model commitment to professional growth.

## 12.4 Strategic Planning

- 12.4.1 Annually facilitate the development of the strategic plan to be approved by the Board and the Board's monitoring and evaluation of its implementation.
- 12.4.2 Provide two updates to the Board regarding progress toward achieving the key results prescribed in the strategic plan and a final report.
- 12.4.3 Achieve the key results identified by the Board of Directors in the strategic plan.

## 12.5 Fiscal Accountability

- 12.5.1 Develop budget assumptions as part of the budget development process.
- 12.5.2 Develop a draft annual budget for consideration and approval of the Board, which includes resourcing of the strategic plan.
- 12.5.3 Ensure the general meetings and trustee development programs are revenue generating.
- 12.5.4 Present to the Finance and Audit Committee quarterly financial statements in a format acceptable to the Committee.
- 12.5.5 Ensure the annual audit report, management letter and audited financial statements are tabled with the Board of Directors and that all identified deficiencies are remediated and reported to the Board in a timely manner.
- 12.5.6 Ensure that the Association's fiscal health is reviewed annually,
- 12.5.7 Secure and maintain appropriate and sufficient indemnification for the Board of Directors, the Chief Executive Officer, Association employees and trustees acting on behalf of the Association.
- 12.5.8 Ensure prescribed accounting practices are being followed.

- 12.5.9 Ensure adequate internal financial controls exist and are being followed.
  - 12.5.10 Ensure all staff and contracted personnel are being paid appropriately and appropriate deductions are being made.
  - 12.5.11 Ensure the Board of Directors is informed immediately regarding litigation launched against the Association, and provide timely updates on ongoing litigation as significant events warrant.
- 12.6 Advocacy/External Linkages
- 12.6.1 Support effective liaison between the Association and elected members of the provincial government with a view to effectively influence public education policy.
  - 12.6.2 Foster effective relationships between the Association and appointed officials of the provincial government with a view to effectively influence public education policy.
  - 12.6.3 Take actions with the provincial government and partner organizations which facilitate partnerships and the accomplishment of ASBA advocacy positions and interests.
  - 12.6.4 Ensure Association positions are communicated to the provincial government and relevant associations.
- 12.7 Other
- 12.7.1 Stay current with respect to provincial, national and international educational issues and trends
  - 12.7.2 Perform other such duties as assigned from time to time by the Board of Directors.
  - 12.7.3 In order to protect the Board of Directors from the consequences of sudden loss of the Chief Executive Officer's services, the Chief Executive Officer shall have at least one other senior staff person familiar with the Board and Chief Executive Officer issues and processes.

## Governance Policy 12 Appendix A: Chief Executive Officer Evaluation

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### Purpose of Performance Evaluation

The Board of Directors and the Chief Executive Officer share a commitment to continuous improvement and accountability. The evaluation process agreed to by the Board and Chief Executive Officer is set out in the document titled ASBA Chief Executive Officer Evaluation Process, Criteria and Timelines. The evaluation process and criteria are designed to build on past practice and address issues identified through a review of those past practices. These issues include:

1. There is a need for the Board to annually communicate their corporate expectations to the Chief Executive Officer.
2. There is a need for the Board to provide to the Chief Executive Officer affirmation and where required redirection relative to these expectations.
3. Evaluative comments and the written evaluation report must be based on clearly defined expectations and relevant evidence.

The evaluation process, criteria and timelines:

1. Provide for both growth and accountability, and the strengthening of the relationship between the Board and the Chief Executive Officer. The written report will affirm specific accomplishments and identify any identified growth areas. Growth goals may address areas of weakness or identify areas where greater emphasis is required due to changes in the environment.
2. Recognize that the Chief Executive Officer is held accountable for work performed by other staff.
3. Emphasize the need for and requires the use of evidence for evaluation purposes. Evaluations are most helpful when the evaluator provides concrete evidence of strengths and/or weaknesses. The Performance Assessment Guide identifies the source of the evidence in advance, while the quality indicators describe expectations in regard to that evidence.
4. Meet contractual requirements in that the Chief Executive Officer and Board must both agree to this process document prior to implementation.
5. Are aligned with and based upon the Chief Executive Officer's assigned roles and responsibilities.
6. Are linked to the ASBA's Strategic Plan.

7. Set out standards of performance. The quality indicators in the Performance Assessment Guide set out initial standards. When growth goals are identified, additional standards will need to be set to provide clarity of expectations and a means of assessing performance.
8. Are a performance-based assessment system. Such an evaluation focuses on improvement over time. The second and subsequent evaluations take into consideration the previous evaluation, and an assessment of the Chief Executive Officer's success in addressing identified growth areas.
9. Use multiple data sources. Objective data such as audit reports are augmented with subjective data. Evidence will be provided through internal reports provided by the Chief Executive Officer, external reports solicited by the Board from external sources and/or direct Board observation.
10. Elicit evidence to support subjective assessments.
11. Ensure written Board feedback is provided.

## **Governance Policy 12 Appendix B: Chief Executive Officer Compensation**

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The Board of Directors believes the Association must have the ability to attract and retain a Chief Executive Officer with the background and relevant experience necessary to perform the duties associated with the expectations of the membership.

Therefore the Board believes the Chief Executive Officer must be fairly compensated according to the nonprofit sector. Fair compensation will be determined in the following manner:

1. An independent consultant will be retained by the Board of Directors to provide comparators. This will be done at a minimum of every three years.
2. There will be a minimum of 10 comparators to be determined by the Board and/or a committee of the Board.
3. At market survey time the Chief Executive Officer compensation shall fall within the 50th- 60th percentile of the comparators total cash compensation depending on relevant experience and performance.
4. Annual compensation increases between market surveys will be a combination of a 3% annual increase based on satisfactory performance and the economic indicator of the Alberta Average Weekly Earning Index.

The Board of Directors recognizes that salary is determined through negotiations but will use this policy as the direction for the negotiations.

## **Governance Policy 13: Role of Observers**

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In accordance with Bylaw 3, representatives of the Alberta Catholic School Trustees Association (ACSTA), the Fédération des Conseils Scolaires Francophones de l'Alberta (FCSFA) and the Public School Boards Association of Alberta (PSBAA) have observer status at Board of Director meetings.

### **Specific Responsibilities**

13.1 Take and uphold the Oath of Office for Observers (Governance Policy 13 Appendix):

13.2 Meetings

13.2.1 Attend, as a non-voting member, all meetings and by invitation, some in-camera sessions of the Board of Directors, with the exception of strategic planning retreats.

13.2.2 Provide a written report of their Association's activities

13.2.3 When called upon by the Chair, provide an ACSTA/FCSFA/PSBAA perspective on issues before the Board of Directors.

## **Governance Policy 13 Appendix: Oath of Office for Observers**

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I (name), an Observer to the Board of Directors of the Alberta School Boards Association, do solemnly swear/affirm:

- That I will promote excellence in education through exceptional school board governance; and
- That I will be a positive ambassador for the Alberta School Boards Association.

## **Governance Policy 14: Role and Function of Zone Chairs Meetings**

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Bylaw 15 designates each board to a zone, and further notes that the objects of the geographic Zones shall be to work in cooperation for the mutual benefit of all members of the Alberta School Boards Association, to consider matters relating to education and school administration which are of particular interest to their areas, to encourage better understanding between Boards and the public, to work for continued improvement in the educational system, and to make recommendations to the Alberta School Boards Association.

- 14.1 The Vice-President, normally in consultation with the President, may call a meeting of Zone Chairs. Zone Chairs meetings are called to facilitate information sharing between Zones.
- 14.2 The specific purpose of a Zone Chairs meeting will be identified before the meeting. As much as possible, information packages will be provided in advance of the meeting.
- 14.3 The Vice-President will determine who will be invited to attend the meeting in addition to the Zone Chairs. Consideration will be given to including Zone Vice-Chairs in these meetings.
- 14.4 The Vice-President will chair these meetings.

## **Governance Policy 15: Role and Function of Board Chairs Meetings**

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Board Chairs meetings may be called so Board Chairs can receive information and give advice on behalf of their Boards to the Board of Directors. These meetings are not decision-making meetings.

In contrast, Bylaw 11 provides for Special General Meetings of the Association, which are to deal with high priority or emergent issues that require urgent direction/action and which have significant implications for Boards. Voting may occur at a Special General Meeting.

- 15.1 The President, normally in consultation with the Board of Directors, may call a meeting of Board Chairs.
- 15.2 The purpose of a Board Chairs meeting will be identified before the meeting. As much as possible, timely information will be provided to Board Chairs in advance of a Board Chairs meeting.
- 15.3 The Board Chair (or designate) is invited to Board Chairs meetings. Board Chairs may choose to invite their Superintendent (or a designate) to attend the Board Chairs meeting.
- 15.4 Board of Directors members are welcome to attend these meetings.