

Board Governance Policy

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

Elves relies upon Government of Alberta funding from the Ministries of Education (Elves' School Program), Seniors, Community and Social Services (Elves' Adult Program, and Summer and FASD Respite Programs, for children). Elves is responsible for meeting funding and reporting requirements outlined by all major funders.

The Board recognizes that it holds the responsibility for appropriate fiscal management by ensuring:

- (1) that short and long-term financial jeopardy is avoided;
- (2) that budget-planning assumptions are established;
- (3) that expenditures from reserve funds are pre-approved as are transfers between operating reserves, capital reserves and committed operating surplus, and
- (4) that financial and accounting best practices are adhered to.

Elves' Board will conduct financial reviews that include review and approval of budgets, scheduled reviews of balance sheet, and unaudited and audited financial statements.

At the same time, the Board recognizes that it must also engage effectively in strategic decision-making and generative governance practices to achieve its desired organizational outcomes.

The Board, as a corporate entity, and each of the Board Directors, recognizes and is committed to a *duty of care* to the organization (that is, acting with the competence and diligence that a reasonably prudent person with similar knowledge and expertise would exercise in comparable situations) and to a *duty of loyalty* (that is, acting honestly and in good faith in the best interests of the organization).

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

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

Definitions

- a) **Annual General Meeting (AGM)** - means the Annual General Meeting of the Society.
- b) **Board** - means the Board chair and Board of Directors, acting together as a corporate body, according to the bylaws of the organization, whose role is to provide governance leadership and to assure optimal outcomes for program participants and the communities they serve;
- c) **Bylaws** – means, in these procedures, the fundamental governing rules and regulations of the organization, as established under the *Societies Act* or through its registration as a non-profit company under Part 9 of the *Companies Act* or under the provisions of a special Act of the legislature. The bylaws state how the Society is to be governed and how the powers of the Society are to be exercised;
- d) **Executive Director** – means an individual, who may or may not be the Principal, that is employed by the Board and authorized to provide overall administrative and operational leadership for the organization. The Executive Director is not a voting member of the Board.
- e) **Conflict of Interest** - means, in these administrative procedures, any situation in which a Board member is in a position, either real or perceived, to exercise significant influence over another and to derive unwarranted benefit from actions made in their official capacity;
- f) **Director** - means an individual member of the Board, appointed/elected at the Annual General Meeting in accordance with the terms set out in the Society bylaws, whose role is to assist with the governance functions of the organization;
- g) **Guardian** – authorized decision maker as defined in the Adult Guardianship and Trusteeship Act;
- h) **Governance** - means the process by which the organization assures outcomes and includes the actions undertaken by the Board to establish and implement policy;

- i) **Generative Leadership in Governance** - means consideration of the underlying meaning or long-term implications of an issue. In its generative mode, the Board's central purpose is to be a source of leadership for the organization by discerning challenges and opportunities; and probing assumptions, logic and the values behind strategies;
- j) **Fiduciary Leadership in Governance** - means the exercise of legal responsibilities of oversight and stewardship including the responsible allocation and management of financial resources;
- k) **Parent** - means, for the purpose of this Procedure, any individual who meets the definition as set out in the *Education Act* S.1(2);
- l) **Principal** - means, in these procedures, an individual who is authorized through the Registrar and by an Alberta Leadership Certificate, letter of authority, or Temporary Leadership Certificate to provide educational leadership in an accredited private school;
- m) **Program Participants** – children, youth, or adults enrolled in Elves' programs;
- n) **Professional Competence** – means the professional practices of a Teacher and/or Teacher-Leader which are consistent with the professional practice standards required of teaching professionals in Alberta;
- o) **Representative of the Board** - means, in these procedures, an individual that may be identified and authorized from time to time by the Board to carry out specific functions related to certain matters (reviews, investigations, etc.) not delegated to the school administration;
- p) **School Community** – means the parents, students, staff, Board members and others most invested in the success and well-being of the school;
- q) **Treasurer** – means, in these administrative procedures, a qualified individual, appointed by the Board and authorized to carry out functions related to financial planning, reporting and accountability;
- r) **Senior Management Contractor** means an individual engaged for services by the operator of a funded private school to plan, direct or control the management, administration and operation of the funded private school;
Senior Management Employee means an individual employed by the operator of a funded private school to plan, direct or control the management, administration and operation of the funded private school;
Senior Manager means a Senior Management Employee or a Senior Management Contractor.
- s) **Stakeholders** - means representatives, students, parents, community members, partnering organizations or others who share a common interest in the organization;
- t) **Strategic Leadership in Governance** - means decision-making about resources, programs and services for education to reflect longstanding priorities and emerging trends and issues;
- u) **Teacher** – means, in these procedures, an individual who is authorized, by an Alberta Teaching Certificate or letter of authority, to teach in an accredited private school;

- v) **Teacher-Leader** – means, in these procedures, an individual that holds a Leadership Certificate and has authority to work as a Principal or Learning Coach in an Alberta accredited private school; and
- w) **Unprofessional Conduct** – means conduct of a Teacher or Teacher-Leader, Therapists, Nurse, Social Worker, or other that is inconsistent with the professional conduct requirements set out in the Certification of Teachers and Teacher-Leaders Regulation and not in keeping with the interests of students, the public, Teachers or Teacher-Leaders, or associated licensing body.

Procedures

Good governance is recognized as a critical function of program participant success and organizational goal achievement. Elves School, Adult, and FASD Respite Programs must meet legal and fiscal accountability requirements and must also ensure the sustainability and continuing development of Elves' programs and the program participants they serve. A Board aspiring to "best practices" in governance attends to matters across a range of fiduciary leadership, strategic leadership and generative leadership priorities, consistent with those identified below.

Regarding Fiduciary Leadership, the Board shall:

1. Operate according to the respective bylaws of the organization as approved or amended annually at the AGMs and in accordance with the *Societies Act*, *Companies Act* (s.9) or other legislated authority.
2. Engage in the management of the business and affairs of the Society, and the operation of the Society, while exercising its powers and duties in compliance with the bylaws of the organization, the *Societies Act/the Companies Act*, the *Education Act* and all other applicable laws of Alberta and Canada.
3. Ensure that the Society membership, the roles and specific duties of the chair and directors and the procedures for meetings of the Board are consistent with the applicable sections of the Society bylaws.
4. Appoint a Secretary and Treasurer who is not the chair/president of the Board.

Elves School Program Operations

Ensure, through delegation to the Executive Director or otherwise through Board authorization, the appointment of an individual to act as the principal of Elves' programs, where the individual is appropriately qualified under the *Certification of Teachers and Teacher-Leaders Regulation* and where the individual may not be the operator of Elves' programs or a voting member of the Board of Directors of the Society operating the programs.

5. Ensure that persons employed in Elves' programs as Teachers or as Teacher-Leaders meet the requirements for certification as identified in the *Certification of Teachers and Teacher-Leaders Regulation*.
6. Appoint as auditor a professional accounting firm registered under the *Chartered Professional Accountants Act* and authorized to perform an audit engagement.
7. Annually approve and submit in the form prescribed and by the appropriate date, a(n):
 - Budget;
 - Audited Financial Statement;
 - Education Plan; and
 - Education Results Report
8. Identify and establish procedures for managing organizational risks (health and safety, cyber security, financial, legal, reputational):
 - Establish, keep in force, and periodically review liability insurance and fidelity bond protection to ensure alignment with *Early Childhood Services Regulation* and/or *Private Schools Regulation (AR 126/2022 and AR 127/2022)*; *Persons with Developmental Disabilities Contract*;
 - Establish a protocol aligned with the *Public Interest Disclosure (Whistleblower Protection) Act* to facilitate the disclosure and investigation of significant and serious matters that employees believe to be unlawful, dangerous or injurious to the public interest; and
 - Ensure that the organization's duty to disclose information under section 32 of the *Public Interest Disclosure Act* is undertaken when/if necessary and reported as a disclosure in the school's Annual Education Results Report.
9. Ensure that policies and/or procedures are in place to address the specific requirements of Alberta Regulations and policies, including the *Private Schools Regulation*, the *Early Childhood Services Regulation*, the *Student Record Regulation*, the *Funding Manual for School Authorities in Alberta*, the *Guide for Private School Education Planning and Results Reporting*, and *Protection for Persons in Care Act*. Policies should include, but are not limited to:
 - Applications for Registration (ECS Only)
 - Assessment of Students (Schools)/Evaluation of Children (ECS)
 - Supervision, Evaluation & Professional Growth of Teachers & Teacher-Leaders
 - Safety for Outdoor Education and Field Trips
 - A Health Protocol
 - Internal Controls
 - Roles and responsibilities of Senior Managers
 - Board Governance Policy, including Roles and Responsibilities of the Governing Body

- Conflict of Interest
- Matters Pertaining to the Compensation of Senior Managers

The Board shall further ensure that all of the above policies as outlined in sections 10 & 22 of *The Private Schools Regulation (AR127/2022)* and in sections 5 & 18 of *The Early Childhood Services Regulation (AR126/2022)* are made publicly available before the start of the school year.

10. Establish and communicate procedures regarding the resolution of disputes or concerns that may arise between or among program participants, parents, or Elves' program staff, including any identified roles for the Board, or authorized representative of the Board, in hearing unresolved student or staff complaints related to:
 - Allegations of discrimination or harassment;
 - Allegations of unprofessional conduct and/or incompetent practice by Teachers or Teacher-Leaders, or licensed professionals (Nurses, Social Workers, Occupational and Physical Therapists, Speech and Language Pathologists, Accountants); or
 - Any other matter identified by the Board.

Regarding Strategic Leadership, the Board shall:

11. Commit to the foundational purposes upon which Elves' programs are established and adhere in decision-making, as governance leaders, to the school's mission, vision and values.
12. Recognize that a paramount role of the Board of Directors is to provide strategic direction to the organization and be collectively accountable for the results.
13. Acknowledge and communicate publicly to the organization membership that the Board of Directors is accountable for:
 - **Student Learning and Program Participant Engagement** – establishing the vision, mission, values, beliefs; participating in the development of, and approving, the strategic plan and results report; establishing additional priorities and monitoring achievement;
 - **Program Participant Engagement** – ensuring engagement is consistent with program mandate and parent/legal guardian approval intended to improve outcomes for all program participants;
 - **Fiscal Responsibility** – maintaining active involvement in annual budget development and approvals, regularly reviewing financial position of Elves' programs against budgets and forecasts; deliberating about and approving tuition, transportation, and supplemental fee structures; providing stewardship of audit processes and receiving audit reports annually; establishing financial priorities

- (including significant fundraising campaigns) and providing overall financial oversight; developing and maintaining a *Financial Accountability Policy*.
- **Policy Development** –providing overall direction through the development of governance policy, consistent with the vision, mission, values, goals and priorities of the organization, and consistently reviewing the impacts and outcomes associated with the implementation of these policies;
 - **Facility Modernization/Maintenance** –providing guidance to and oversight related to facility development and improvement; developing and approving strategies for facility modernization;
 - **Board Development** – ensuring, through such means as the development of an annual workplan, that the Board of Directors is collectively committed to professional learning as a governance team; and
 - **Political Advocacy/Stakeholder Engagement** – identifying and acting on advocacy goals of the Board; developing opportunities to engage with stakeholders of the organization.
14. In a manner consistent with the bylaws of the organization, establish Board processes/guidelines for:
- Election of Board chair;
 - Selecting the critical roles of Vice-President, Secretary, and Treasurer;
 - Establishing responsibilities of Board members; and
 - Determining and defining the number and purpose of Board committees necessary to fulfill Board functions.
15. Acknowledge and communicate publicly to the organization membership that the Board of Directors is individually and collectively accountable to:
- Stakeholders;
 - The Alberta Government through its representatives, the Ministries of Education and Seniors, Community and Social Services; and
 - The Society as a corporate entity.
16. Expect all directors to conduct themselves with a high level of integrity and in accordance with ethical standards in all applicable legislation.
- Implement and regularly review accountability processes related to Board decision-making and financial management practices to ensure transparency, to ensure alignment with all relevant legislation and regulations, and to mitigate any potential risks related to conflict of interest;

- Develop and implement a code of conduct applicable to all directors; and
 - Ensure the practices and actions of all Board members are consistent with the mission, values and goals of the organization and with all related Board policies.
17. Approve agendas and facilitate meetings of the Board in accordance with the bylaws of the organization.
- Keep records of meetings, committee decisions and communicate outcomes as appropriate to the nature of the decision.
18. Establish clear corporate direction for the Executive Director recognizing the necessary delineation between the governance function of the Board and the executive/administrative functions of the Executive Director.
19. Articulate in policy the criteria and process(es) to be used in the selection of an Executive Director whose qualifications are consistent with best practices in organizational leadership, with the mission, values and vision for Elves' and with any related legislative requirements.
- Delegate in writing the administrative authority of the Executive Director and clarify respective responsibilities and accountabilities;
 - Develop and approve processes for the evaluation of the Executive Director that link to the Board's position descriptions for these roles, Board approved leadership performance criteria and, with respect to the principal, a direct reference to the *Alberta Leadership Quality Standard*; and
 - Ensure regular review of the compensation awarded to the senior managers, ensuring alignment with regulations (AR126/2022) and (AR127/2022).

Regarding Generative Leadership, the Board should:

20. Regularly review of Elves' mission, vision, and values statements, both at the Board level and also with the membership of the organization, to ensure alignment with strategic planning and Program/Society priorities.
21. Annually evaluate the Board's effectiveness in achieving established priorities and desired results.
22. Prioritize time at Board meetings and commit to engaging in ongoing dialogue about how the Board is meeting its strategic and fiduciary responsibilities.

23. Provide advocacy for the Elves' programs by:
 - Planning for advocacy including focus, key messages, relationships and expanded opportunities;
 - Engaging in public communications about Elves' programs, as appropriate, to promote a positive identity; and
 - Promoting regular meetings and maintaining timely, frank and constructive communication with government, locally-elected officials and collaborative organizations.
24. Provide the resources necessary to support leadership capacity building among Teachers, Elves' program managers, and Board members alike.
25. Establish Board member and leadership succession plans to strengthen the likelihood of successful transitions when Board membership changes or when leadership changes.
26. Ensure that parents and guardians of all program participants have opportunities to be involved and engaged in supporting successful outcomes for their children and for Elves' programs.
27. Develop and maintain multiple communication links with Elves' community.
28. Make informed decisions that consider Elves' community values and represent the interests of the Society.
29. Demonstrate wherever possible how feedback and input from Society membership has been used to strengthen Elves' programming and development.
30. Ensure that the Annual General Meeting of the Society is carefully planned to provide the membership with a comprehensive and transparent communication about the Board's work and about the success of Elves' programs.

Legal Reference

- Alberta Regulation (AR 84/2019) (Certification of Teachers and Teacher-Leaders)
- Alberta Regulation (AR 126/2022) (Early Childhood Services)
- Alberta Regulation (AR 127/2022) (Private Schools)
- Companies Act (Part 9)
- Education Act
- Practice Review of Teachers and Teacher-Leaders Regulation (AR 92/2019)
- Public Interest Disclosure (Whistleblower Protection) Act
- Societies Act