



Roles & Responsibilities of the Board

Purpose

This purpose of this policy is to outline the Roles and Responsibilities of the Board. The policy has been created in response to the expectations outlined in the Private Schools Regulation Section 22 (b) (*Alberta Regulation 127/2022*). The policy reflects details that are included in the GCA Society Bylaws. The Board works under the authority of the GCA Society (the Society), as outlined in the Bylaws. If this policy and the Bylaws are in conflict, the GCA Bylaws take precedent over this policy.

Responsibilities of the Board

The role of the Board is to lead GCA toward the desired performance and to ensure that performance occurs. The Board's specific contributions are unique to its trusteeship role and should reflect proper governance and management. Therefore, the Board will:

- Manage and supervise the corporation's affairs in accordance with the Education Act (the Act);
- Ensure that GCA sets educational standards and curricula which meet or exceed the requirements of Alberta legislation so long as these do not conflict with the basis and purpose of the corporation;
- Provide oversight and advice in the determination of the Vision, Mission, Values, Statement of Faith, strategies, major goals, and outcomes, understanding the key risks and mitigation measures related to GCA's operations;
- Determine the Board Policies within which the Board is expected to operate and continually monitor them for improvements;
- Monitor the financial and operational performance of GCA;
- Monitor financial solvency and integrity through policies and effective reporting mechanisms;
- Require an annual financial audit to ensure compliance with the Act;
- Annually appoint corporate Officers of the Board in accordance with GCA Bylaw 3.3;
- Ensure a Board and committee succession plan is in place; and
- Evaluate and constantly improve the Board's performance as the governing body of GCA including, but not limited to, biennial reviews of the performance of the Board.
- Prepare annual capital and operating budgets for approval by the Society.
- Prepare and approve financial statements.
- Engage an independent auditor and approve the annual report of the auditor.



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- Monitor internal financial controls.
 - Create and maintain the strategic plan and GCA Policies & Procedures, and monitor compliance.
 - Hire, and if necessary terminate, the Head of School after consulting with the Society and receiving authorization from the Society to do so.

Authorities of the Board

The Board Chair shall receive from the Society the authority to execute contractual commitments and approve payments on behalf of GCA. The Board Chair is authorized to further delegate such authorities to the Board Executive and the Head of School as appropriate. These further delegations shall be reported to the Society for information.

The authorities delegated to the Board Chair are subject to the following limitations:

- Commitments or expenditures that would result in an over-expenditure of the annual capital or operating budgets by an amount greater than the most recent materiality threshold of the financial statements as determined by the independent auditor, require prior approval by the Society.
- Contracts of any nature that would bind GCA for a period exceeding five years must be reported to the Society for approval before being executed.
- Real estate acquisition and divestiture, and any new borrowing, require prior approval by the Society.
- The Board has authority for all functions of employee management at GCA including hiring, termination of employment, employee benefits and salary administration. The exception to the foregoing is the hiring and termination of the Head of School, which require prior authorization from the Society.

Positions on the Board

Based on GCA Bylaws 3.3 and 3.4, a slate of Officers will be annually elected by the Society. The Officers will include a Chair, a Treasurer, and a Secretary. Bylaw 1 states that *“At the discretion of the Society, the position of Vice-Chair of the GCA Board may be inactive and without an appointee from time to time”*. For clarity, the Vice-Chair is not an Officer of the corporation. The roles of Chair and the Treasurer of the Society shall be performed by the Chair and the Treasurer of the GCA Board when acting as Members of the Society. Officers serve for one year terms with renewals at the discretion of the Society provided Board Officers do not exceed the 6-year term limit on the Board set out in Bylaw 4.2.1.

Directors, including the Chair, have no authority when acting in their individual capacity. Governing authority is only exercised by the Board as a body, and is expressed by resolutions approved by a majority of Directors present and eligible to vote at a duly constituted meeting of the Board.



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The Chair is elected by the Directors of the Society to “manage the Board” and is responsible for maintaining the integrity of the Board's processes.

The Chair is the only Director authorized to speak on behalf of the Board, other than in rare and specifically Board-authorized instances.

The Chair will endeavor to ensure that Directors conduct themselves in a manner consistent with the Bylaws, legal requirements, Board Policies, and sound governance practices.

Meeting discussion content will be limited to those issues that, according to Board Policy, clearly belong to the Board to decide, and shall not include operational concerns which are the responsibility of the Head of School and staff.

The Chair has no authority to personally supervise or direct the work of the Head of School and staff, but is expected to maintain close communication with, offer advice to, and provide encouragement to the Head of School on behalf of the Board.

Board Chair

In addition to the responsibilities of the Chair as mentioned in the Bylaws, the Board assigns the following duties to the Chair:

- a) Ensure that the Board operates with integrity and in a manner consistent with Board Policies.
- b) Work with the Head of School to prepare agendas ensuring that the Board’s Annual Work Plan is followed;
- c) Confirm that a quorum is present before any decisions are made at Board and Membership meetings;
- d) Keep meeting discussion and debate focused on the issues, facilitate participation of all Directors, and move Directors to a decision;
- e) Co-ordinate the work of the Board and the committees of the Board;
- f) Serve as the Chair of the Executive Committee and as an ex-officio non-voting member of all other Board committees;
- g) Ensure that Directors are given the training they need to carry out their responsibilities;
- h) Act as the official spokesperson for the Board (e.g. with parents, staff, or other stakeholders);
- i) Present a report on the activities of the Board at the Annual General Meeting;
- j) Develop a positive working relationship with the Head of School;
- k) Ensure the Head of School signs the Head of School Commitment (Policy #GCA-ORG-020) each September;
- l) Work with the Head of School to see that the resolutions and policy directions of the Board are carried out;
- m) Lead the annual performance appraisal process of the Head of School;
- n) Annually review the Head of School’s emergency and long-term succession plans and the development plans for key roles; and
- o) Oversee the search for a new Head of School when necessary.



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Vice-Chair

The Board assigns the following duties the Vice-Chair (when a Vice-Chair has been appointed):

- a) Be knowledgeable about the organization and the Chair's duties;
- b) Work closely as a consultant and advisor to the Chair; and
- c) Carry out special assignments for the Board.
- d) Carry out the roles and responsibilities of the Chair, as delegated by the Chair, when the Chair is absent or unavailable.

Secretary

In addition to the responsibilities of the Secretary as stated in Bylaw 4.3, the Board assigns the following duties the Secretary:

- a) Ensure all Directors receive calendar invites of Board and applicable committee meeting dates;
- b) Work with the Head of School to ensure the Board Policies section of the Board Manual is maintained and updated; ensure any Board motions that carry forward into the future and are relevant to policy, procedures, and staff are documented in the appropriate section of the Board Policies; when changes are made, ensure that the Head of School creates a new version which is made available to Directors no later than the next Board meeting;
- c) Remind Directors and committees responsible for sections of the Board Policies to review the Board Policies with any suggestions for revision or improvement;
- d) Assist the Board Chair and Head of School in keeping Board materials up to date;
- e) Ensure that minutes are sent to the Board or committee chair within three weeks of a meeting and then circulated within 30 days to all members of the Board or committee; and
- f) Share items of correspondence with the Board.

Treasurer

In addition to the responsibilities of the Treasurer as stated in Bylaw 4.3, the Board assigns the following duties to the Treasurer:

- a) Serve as a member of the Executive Committee;
- b) Give advice to the Board on financial decisions and ensure the Board has all the information it needs to make informed decisions;
- c) Ensure the Audit and Finance Committee reviews the Finance and Risk policies set out in the Board Policies with the Head of School to monitor that they are being followed;
- d) Ensure that the Board receives at least twice a year assurance that all statutory remittance requirements have been made;
- e) Review the Head of School's expense reports at least once each year and bring any concerns to the Board for discussion;
- f) Investigate specific financial transactions, procedures, or practices of the organization at the discretion of the Audit and Finance Committee or at the request of the Board; and
- g) Perform such other duties as may from time to time be determined by the Board.



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Meetings of the Board

The Board of Directors shall hold regular meetings totaling at least ten (10) (formerly 11 meetings) meetings per calendar year at such time and place in Calgary, Alberta as the Board of Directors may by resolution provide for or, in the absence of such, as the Board Chair or Vice-Chair may direct.

Special Meetings of the Board may be convened by either the Board Chair or Vice-Chair at any time or place in Calgary, Alberta as the Chair or Vice-Chair may direct.

Each of the Directors shall receive not fewer than two (2) (formerly 3 days) clear days' notice of each meeting of the Directors except regular monthly meetings where the time and place has been established by resolution as aforesaid. Meetings of the Board may be held at any time or place without notice if all of the Directors are present and have consented to the transaction of business or if all the absent Directors have waived notice of the meeting. A Director may participate in a meeting by means of telephone or electronic communication if all persons participating in the meeting can hear one another. A resolution in writing or electronic format, affirmed by all the Directors, is as valid as if it had been passed at a meeting of Directors.

A majority of the Directors constitutes a quorum at any meeting of the Board of Directors. Questions arising at any meeting of Directors shall be decided by a majority of votes cast. In the case of an equality of votes cast, the Board Chair, in addition to his or her original vote, shall have a second or casting vote..

Glenmore Christian Academy (GCA), is a ministry of First Alliance Church of the Christian and Missionary Alliance. We share a foundational belief that all people are loved by God and are individually unique. GCA has a mission, in partnership with parents and families, to help students strive for their God-given potential in all aspects of their person: spiritual, academic, physical, social, emotional and moral. In accordance with our Statement of Faith, we believe in the infallible Holy Bible, which establishes the only rule of Christian faith and practice. We believe in personal salvation through faith in Jesus Christ's crucifixion and resurrection. We believe that Jesus calls us to care for each other, and to continue His good work as disciples who love one another. We show our love by our actions, evidenced daily throughout our school. We serve the Calgary community, and provide humanitarian support for the impoverished, oppressed, and marginalized around the world.