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## **POLICY 103**

### **Governance Process**

The Board determines its philosophy, its accountability and specifics of its own job.

#### **GP1. Style of Governance**

The Board approaches its task with a style which emphasizes

- a) outward vision rather than internal preoccupation
- b) encouragement of diversity in viewpoints
- c) strategic leadership rather than administrative detail
- d) clear distinction of board and staff roles
- e) collective rather than individual decisions
- f) future rather than past or present, and
- g) proactivity rather than reactivity.

More specifically, the Board

- a) operates in a way that is always mindful of its trusteeship obligation to those who "own" the organization. The owners of MSR are the people of Regina and surrounding communities whose ownership derives from their interest in the organization, as current and potential members, and their desire for a diverse educational community which supports and enriches the growth and development of children
- b) enforces upon itself whatever discipline is needed to govern with excellence
- c) directs, controls and inspires the organization through the careful establishment of broad organizational values and perspectives through written policies
- d) focuses chiefly on intended long-term outcomes (Ends), not on the administrative or programmatic means of attaining those outcomes
- e) is an initiator of policy, not merely a reactor to staff initiatives (the board, not the staff, will be responsible for board performance)
- f) uses the expertise and views of individual members to enhance the ability of the board as a body (individual views shall not supersede the collective voice)
- g) monitors and regularly discusses the board's own process and performance
- h) ensures the continuity of its governance capability by training and development
- i) is accountable for competent, conscientious and effective accomplishment of its obligations as a body, and

- j) is available as a resource to management to assist in a volunteer capacity in the execution of management's plans.

## **GP2. Board Job Description**

The Board is responsible for the affairs of MSR in accordance with its Articles of Incorporation, By-laws and all matters pertaining to The Non-profit Corporations Act, 1995 of the Province of Saskatchewan. As per the organization's Bylaws, the Board must

- a) meet at least six (6) times a year
- b) annually appoint the following officers: Chair, Vice-Chair, Finance Committee Chair and Secretary. The Past Chair is an ex-officio officer of MSR and to remain on the board for one year or duration of term. The same person can hold the same position for a maximum of eight (8) consecutive years.
- c) annually conduct and Annual General Meeting.

In general, the job description of the Board is to

- a) lead the organization toward the desired performance and ensure that it occurs
- b) provide the link between the organization and its "ownership" by:
  - i) acting as ambassadors in the community for the school
  - ii) providing feedback to the Board and HOS about community expectations, aspirations and reactions
  - iii) writing governing policies
  - iv) supporting the school and its endeavours
- c) look for opportunities to introduce new members to the MSR through enthusiasm and commitment to the organization, and
- d) participate in development efforts of the school within the limitations of the individual's means and abilities.

## **GP3. Specific Areas of Responsibility**

The Board is responsible for the development of goals and policies to guide the provision of educational services to students attending Montessori School of Regina, in keeping with the requirements of government legislation and the school's Vision, Mission and Values.

- 1) Accountability to the Community – The Board shall:
  - Make decisions that reflect community values and represent the interests of school stakeholder groups.
  - Establish processes and provide opportunities for community input.
  - Develop procedures for and hear appeals as required by Board policy.
  - Model a culture of respect and integrity

- 2) Accountability to the Provincial Government – The Board shall:
  - Act in accordance with all statutory requirements of the Government of Saskatchewan to implement educational standards and policies.
  - Perform Board functions required by governing legislation and existing Board policy.
- 3) Planning – The Board shall:
  - Provide overall direction for the school by establishing Vision, Mission and Values.
  - Approve the school's long term Strategic Plan.
  - Approve the school's annual goal setting and timelines.
  - Monitor progress toward the achievement of student outcomes and other desired results.
  - Annually evaluate the effectiveness of the school in achieving established goals and desired results.
  - Approve the school's Annual General Report for distribution to the public.
- 4) Policy – The Board shall:
  - Identify the purpose to be achieved and the criteria for a new policy.
  - Make the final decision as to the approval of all policy statements.
  - Evaluate policy impact to determine if policy has created the desired change.
  - Determine policies which outline how the Board is to function.
  - Delegate authority to the school leaders and define commensurate responsibilities.
- 5) Board/Head of School Relations – The Board shall:
  - Select
  - the Head of School.
  - Provide the Head of School with clear organization direction.
  - Evaluate, revise and annually review compensation for this position.
  - Respect and support the effectiveness of this role.
- 6) Board Development – The Board shall:
  - Annually evaluate the Board's effectiveness.
  - Annually develop a Board development plan aligned with school priorities.
- 7) Fiscal - The Board shall:
  - Approve the principles, decision-making criteria, and assumptions for the creation of the annual budget.
  - Approve the annual budget which ensures resources available are allocated to achieve desired results.
  - Monitor and provide feedback on the budgetary compliance and budget management throughout the fiscal year

### **GP3. Board Chair's Role**

The Board Chair assures the integrity of the Board's processes by ensuring that the Board behaves consistently with its own rules and, secondarily, occasionally represents the Board to outside parties. The Board Chair is empowered to chair Board meetings, with all the commonly accepted power of that position (for example, ruling and recognizing), but has no authority to individually supervise or direct the HOS. The Board Chair may work independently with the HOS on items that arise on a day to day basis, but anything affecting the direction of the organization as a whole must be presented to the Board.

#### *Responsibilities*

- preside as Chairperson at all meetings of the School and of the Board, unless some other member is appointed by the meeting to do so;
- Be an ex officio member of all committees appointed; and
- perform any other duties and exercise any other powers that are incidental to the office or that may be required from time to time by the Board.

### **GP4. Board Member's Role**

The Board commits itself and its members to ethical, professional, businesslike and lawful conduct, including proper use of authority and appropriate decorum, in accordance with all Board policies when acting as Board members. Members must maintain appropriate confidentiality and act without conflict of interest in accordance with the Conflict of Interest Policy. Board members may not attempt to exercise individual authority over MSR or the HOS except as explicitly set forth in Board policies.

#### *Responsibilities*

- To attend all Board meetings scheduled September through June for MSR. Board members who are absent from board meetings on three occasions are required to report to the Chair of the Board on their continued interest in the MSR and their commitment to continue serving on the Board. The tenure of board members who miss one-half of the number of all regularly-scheduled board meetings held between annual general meetings will terminate unless extended or renewed by a majority vote of the Board.
- To be knowledgeable of and comply with all duties and responsibilities set out in the Governance Policies of the Society.
- To be knowledgeable of and comply with the rules of parliamentary procedure.

#### *Expectations*

- To commit to a two-year term.

- To be a member of the MSR and support MSR events when possible.
- To be active on at least one Standing Committee and attend committee meetings. Standing Committees are there to conduct the regular business of the Board. Additionally, board members are expected to participate on at least on Ad Hoc Committees as the opportunity presents itself.
- To devote adequate time to become acquainted with MSR programs and policies.
- To foster and promote MSR in the community and to act as advocate if necessary.
- To be knowledgeable and current on the issues affecting MSR. To volunteer as needed and as time permits for special events. To participate in fund raising for the organization (nonprofit only).

### **GP5. Board Committee Principles**

The Board of Directors may establish committees to help carry out its responsibilities. However, committees are used sparingly, so as to interfere minimally with the wholeness of the Board's job, and so as never to interfere with the relationship between the Board and the HOS or the delegated authority from the Board and HOS.

- Board committees may not speak or act for the board except when formally given such authority, in writing, for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the HOS.
- Board committees shall develop a Committee Charter denoting composition, tenure, quorum, duties & responsibilities and any other considerations regarding committee operations.
- Board members who are absent from committee meetings on three occasions are required to report to the Chair of the Board on their continued interest in the MSR and their commitment to continue serving on the Board.
- Board committees are to help the board do its job, not to help staff do their job. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. Board committees are not to be created by the board to advise staff.
- Board committees may be struck to help the board create policy on some topic. However, these committees may not be used to monitor organizational performance in the same subject, unless specified by the board.
- Board committees cannot exercise authority over staff, or interfere with staff operations. Because the HOS works for the full board, they will not be required to obtain approval of a board committee before an executive action.
- This policy applies only to committees which are formed by board action, whether or not the committees include non-board members.

- This policy does not apply to committees formed under the authority of the HOS. Such committees will operate in accordance with such principles as may be established by the CEO, whether or not such committees include board members.

#### *Expectations*

- Makes serious commitment to participate actively in committee work.
- Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
- Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
- Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
- Is an active participant in the committee's annual evaluation and planning efforts.

#### **GP6. Board Nomination process**

The Board will seek to recruit individuals as Board members who are committed to the Ends Statement and governing process of MSR and will strive to create a balanced and diverse Board profile of skills and strengths, through the use of a Nominating Committee and its Charter. The Board will seek out candidates who possess the following characteristics:

- a) A demonstrated passion for Montessori education and ends-related issues
- b) A willingness to reflect and embrace the diversity of student body and service area
- c) An ability to support the Board governing structure and to meet Board work expectations
- d) A willingness to engage in deliberative and cooperative decision making
- e) A commitment and understanding to their stewardship responsibilities
- f) Knowledge of organization development, change management, strategic thinking, organizational growth or strategic legal and nonprofit issues
- g) An understanding of the fiduciary responsibilities a Board member holds for MSR
- h) An awareness and acceptance of Board responsibilities and the inherent risk that comes with those responsibilities

Final board selection will be made in accordance with the provisions outlined in the bylaws and Nominating Committee Charter. The Board will not elect more than two new Board members in any given year unless the total number of Board members falls below five.

#### **GP6. Board Member Removal**

If a complaint is raised by any member of MSR (including staff and faculty), or from another Board Member, regarding a Board member being in violation of a Board Policy or the Ends Statement, the Board must action such a request for investigation. Any Board member found to be in violation may be removed

- a) By the Board Chair, in their absolute discretion, upon written notification provided to both the subject Board member and to all other members, or
- b) By a majority of the Board members, where the subject Board member is not counted for purposes of determining a majority, and where the subject Board member is not present for any discussion or vote regarding this issue.

Any Board member removed pursuant to clause (a) above may be reinstated at or before the next regular meeting of the Board by a unanimous written consent (but not requiring the consent of the subject Board member or of the Chairperson) in favor of reinstatement by all Board members other than the subject Board member and the Chairperson.