



FOOTPRINTS FOR LEARNING CHARTER ACADEMY

Entrepreneurship, Global Awareness, and Academic Excellence.

FOOTPRINTS FOR LEARNING SOCIETY

BOARD GOVERNANCE POLICY

1. PURPOSE, OBJECTS, AND HIERARCHY OF AUTHORITY

1.1 Legal Foundation and Primary Objects

- **Legal Authority:** Footprints for Learning Society operates under the *Societies Act* (Alberta) and the *Education Act* (Alberta) as the legal entity governing Footprints for Learning Charter Academy (FLCA).
- **Primary Object:** To advance education by establishing and operating a Charter School for kindergarten through grade 12 students.
- **Ancillary Activities:** To undertake activities ancillary and incidental to the attainment of the charitable educational purpose.

1.2 Hierarchy of Precedence

- **Order of Authority:** This Board Governance Policy provides operational structure for the Board of Directors. In the event of any conflict, inconsistency, or ambiguity between this policy and higher authority, the governing order of precedence is:
 1. Applicable Provincial Legislation (*Education Act*, *Societies Act*, and associated regulations)
 2. The FLCA Charter Application as approved by the Minister of Education
 3. The Footprints for Learning Society Bylaws
 4. This Board Governance Policy
- **Supremacy of Bylaws and Charter:** The Society Bylaws and Charter strictly supersede and take precedence over any provision contained within this policy.

2. SOCIETY MEMBERSHIP AND BOARD STRUCTURE

2.1 Society Membership

- **Membership Classes:** Membership is divided into Voting Members and Non-voting Members.

- **Voting Members:** Comprise the Board of Directors at the time of Charter approval and individuals subsequently admitted as Voting Members by a unanimous vote of the Board. Each Voting Member holds one vote at membership meetings.
- **Non-voting Members:** Individuals approved by an ordinary resolution of the Board. Non-voting Members may attend AGMs, Special Membership Meetings, and open (public) portions of Board meetings, but cannot vote.
- **In-Camera Attendance by Invitation:** Non-voting Members are generally excluded from *in-camera* (private) Board sessions. However, the Board may, by resolution or Chair invitation, request specific non-voting members, experts, or advisors to attend all or part of an *in-camera* session to consult, advise, or present on confidential matters.
- **Admission Process:** To apply, an individual must submit a signed letter to the Secretary agreeing to comply with Society bylaws, then attend the subsequent Board meeting for consideration.
- **Term and Renewal Notice:** Membership automatically terminates at the conclusion of each AGM unless renewed. A member's physical or virtual attendance at the AGM (recorded on the meeting attendance log), or submission of written notice to the Secretary prior to the conclusion of the AGM, is deemed to constitute written notice of intention to continue membership for the subsequent year.
- **Termination of Membership:** A membership may be terminated with or without cause by a 75% vote of members present at a duly called membership meeting.
- **AGM and Quorum:** An AGM must be held on or before November 30th each year with at least 21 days' written electronic notice. Quorum for any membership meeting is a minimum of 5 Members.

2.2 Board of Directors

- **Composition:** The Board consists of a minimum of six (6) and a maximum of ten (10) Directors.
- **Director Qualifications:** Directors must be at least 18 years of age, hold clear criminal record and vulnerable sector checks, consent to serve, and must **not** be a school administrator or employee of the Society.

- **Elections and Term:** Directors are elected by Voting Members at the AGM to serve until the conclusion of the next AGM. Directors may be re-elected indefinitely with no term limits.
- **Vacancies:** The Board holds authority to appoint an individual to fill any Board or officer vacancy until the conclusion of the next AGM.

2.3 Executive Officers

- **Designated Roles:** The executive officers are the Board Chair, Vice-Chair, Secretary, and Treasurer (or combined Secretary-Treasurer).
- **Board Chair & Vice-Chair:** The Chair presides over all Society and Board meetings and serves as an ex-officio member of all committees. In the event of a tied vote at a Board meeting, the Chair casts the deciding vote. The Vice-Chair assumes these duties in the Chair's absence.
- **Secretary:** Responsible for recording minutes, maintaining the register of members and e-mail addresses, issuing meeting notices, and managing Society correspondence.
- **Treasurer:** Oversees the deposit and accounting of all funds, keeps proper books of account, presents detailed financial reports to the Board, and prepares audited financial statements for the AGM.

3. OPERATIONAL GOVERNANCE AND FIDUCIARY OVERSIGHT

3.1 Meetings and Proceedings

- **Meeting Frequency & Notice:** Regular Board meetings are scheduled by the Board Secretary. Special meetings may be called by at least two Directors. At least 48 hours' notice must be provided to Directors.
- **Board Quorum:** A majority of the total number of sitting Directors constitutes quorum for transaction of business.
- **Public Meetings:** Regular Board meetings are open to the public, with dates, times, and locations posted on the school's website.
- **In-Camera Sessions:** The Board may enter an *in camera* (private) session by resolution when a majority of Directors deem it in the public interest.
- **Limitation on In-Camera Decisions:** The Board has no legal power to pass resolutions during an *in camera* session, except for the resolution required to revert to an open Board meeting.

3.2 Delegation of Authority and Governance Oversight

- **Appointment of Executive Staff:** The Board legally appoints the Superintendent pursuant to Section 222 of the *Education Act* and appoints the Secretary-Treasurer pursuant to Section 68 of the *Education Act*.
- **Operational Delegation:** The Board delegates day-to-day administrative, educational, operational, and personnel management of the school to the Superintendent and administrative team.
- **Fiduciary Responsibility:** The Board retains ultimate statutory, policy, strategic, and fiduciary authority over the Society's management, affairs, assets, and contracting.
- **Signing Authority & Contracts:** Contracts and financial commitments must be executed on behalf of the Society by the Treasurer or designated officers according to Board policy. Borrowing via debentures strictly requires sanction by Special Resolution of the Society.

3.3 Financial Auditing and Compliance

- **Fiscal Year:** The fiscal year of the Society runs from September 1 to August 31.
- **Independent Audit:** Books, accounts, and financial records must be audited at least once per year by a qualified independent accountant.
- **Reporting Obligations:** Audited financial statements must be submitted to the membership at the AGM and submitted to Alberta Education in compliance with provincial statutory deadlines.

3.4 Conflict of Interest and Fiduciary Duty

- **Standard of Care:** Every Director and officer must act honestly, in good faith, and with a view to the best interests of the Society.
- **Disclosure and Abstention:** Directors must immediately declare any real or perceived conflict of interest or pecuniary interest on any matter before the Board and must abstain from voting on that matter. Abstentions shall be recorded in the minutes.
- **Non-Remuneration:** Directors and officers serve without remuneration and shall not directly or indirectly receive profit from their positions, save for reimbursement of reasonable approved expenses incurred in the performance of their duties.

4. CHARTER MANDATE ALIGNMENT AND GOVERNANCE

4.1 Alignment with Foundational Philosophy

- **Core Charter Vision:** Governance oversight, policy decisions, and resource allocations must align directly with FLCA's vision to develop entrepreneurial leaders, global citizens, and transformative thinkers.
- **Pedagogical Pillars:** Board decisions must protect and advance the school's defining pillars:
 - **Holistic Approach:** Nurturing students intellectually, emotionally, socially, and physically through transformational leadership and interconnected learning.
 - **Authentic Learning:** Supporting real-world projects, community partnerships, and hands-on problem solving.
 - **Purpose-Driven Learning:** Enabling personalized learning pathways that connect individual growth to broader societal needs.

4.2 Alignment with Charter Goals

- **Entrepreneurial Mandate (Charter Goal 1):** The Board ensures funding and organizational focus foster value creation, healthy risk-taking, and K-12 transversal entrepreneurship competence across all subjects.
- **Global Mindset Mandate (Charter Goal 2):** The Board supports curriculum enhancements, cultural exchanges, and Spanish language instruction from Kindergarten to Grade 12 to foster intercultural communication.
- **Transformational Leadership Mandate (Charter Goal 3):** The Board promotes programs that build intrapersonal, interpersonal, societal, and strategic leadership capabilities across the student body.

4.3 Superintendent Evaluation Framework

- **Mandate-Based Evaluation:** The Board shall annually evaluate the Superintendent using formal performance criteria tied directly to:
 1. Student progression toward Charter Goals and measurable learning outcomes.
 2. Alignment of school operations, staffing, and budget allocations with the Charter vision.

3. Maintenance of provincial educational standards, fiscal integrity, and charter compliance.

4.4 Knowledge Sharing and Innovation Oversight

- **Dissemination Obligation:** In alignment with Charter commitments, the Board mandates that school administration maintain active mechanisms for sharing successful educational innovations with the broader educational community.
- **Channels:** Knowledge sharing shall be conducted via digital outreach, post-secondary research collaborations, participation in The Association of Alberta Public Charter Schools (TAAPCS), and open educational resources (OER).

4.5 Charter Amendment Governance

- **Review Request:** Any Board or Society member may request a review of a Charter term by submitting reasons and proposed amendments in writing.
- **Board Decision:** Within eight (8) weeks of receipt, the Board shall decide whether to proceed with a Charter review and communicate its decision in writing within 72 hours.
- **Ad Hoc Committee:** If accepted, the Board shall appoint an ad hoc committee to provide recommendations and draft amendments within eight (8) weeks.
- **Society Approval & Ministerial Authorization:** Within 30 days of receiving committee recommendations, the Board shall provide notice to Society members and call a meeting. Proposed amendments approved by a majority vote of Society members shall be formally submitted to the Minister of Education for approval.