



Board Policy 8 - Appendix A

BOARD COMMITTEES - TERMS OF REFERENCE

1. Board Committee of the Whole

The Board Committee of the Whole is established as a standing committee of the Board, with responsibility for work as detailed below.

1.1 Purpose

- 1.1.1 To allow the Board to discuss and explore matters to much greater depth than can be accomplished in a scheduled regular meeting of the Board.
- 1.1.2 To solicit and receive information from the Superintendent relevant to the development of various system activities and plans.
- 1.1.3 To discuss matters requiring advanced background understanding prior to consideration of the matter at a Regular Board Meetings.
- 1.1.4 To provide the opportunity for planned professional development activities for trustees.

1.2 Powers and Duties

- 1.2.1 Make recommendations for agenda items for subsequent Board meetings.
- 1.2.2 Maintain confidentiality of proceedings unless otherwise stated.

1.3 Membership

- 1.3.1 Membership includes all Trustees and the Superintendent and/or designate(s). A quorum (4) is required to hold a Committee of the Whole meeting.
- 1.3.2 The Vice-Chair will chair all Board Committee of the Whole meetings.

1.4 Meetings

- 1.4.1 Meetings will be held monthly, as required, dependent upon agenda items.

1.5 Reporting

- 1.5.1 No reporting required as this committee includes all Trustees but notes will be taken and circulated amongst Trustees and Superintendent.

2. Agenda Setting Committee

The Agenda Setting Committee is established as a standing committee of the Board, with responsibility for work as detailed below.

2.1 Purpose

- 2.1.1 To make decisions regarding agenda items for regular Board and Committee of the Whole meetings.

2.2 Powers and Duties

- 2.2.1. To determine items to be placed on the meeting agendas, giving consideration to the Board Annual Work Plan (Policy 2 Appendix A), previous meeting minutes, previous year agenda, deferred items, submitted items, and requests for presentations to the Board.
- 2.2.2 Within the framework for Board agendas, determine the order of items placed on the agenda of regular Board meetings.
- 2.2.3 Track items for future agendas.

2.3 Membership

- 2.3.1 Board Chair
- 2.3.2 Vice-Chair
- 2.3.3. Superintendent and/or designate(s)

2.4 Meetings

- 2.4.1 A week in advance of Board and CoW meetings
- 2.4.2 When possible, Board and CoW meeting agendas will be planned in conjunction.

3. Audit Committee

The Board Audit Committee is established as a standing committee of the Board, with responsibility for work as detailed below.

3.1 Purpose

- 3.1.1 To assist the Board and the Superintendent in fulfilling their oversight responsibilities for the financial reporting process, the system of internal control over financial reporting, the audit process (including Public Sector Accounting Standards (PSAS) compliance), and monitoring the Division's compliance with laws and regulations pertaining to financial operations.

3.2 Powers and Duties

- 3.2.1 The Committee has the authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:
 - 3.2.1.1 With the consent of the Board, retain outside counsel, accountants or others to advise the Committee or assist the conduct of an investigation.
 - 3.2.1.2 Seek any information it requires from employees – all of whom are directed to cooperate with the Committee's request or that of associated external parties.
 - 3.2.1.3 Meet with the Division officers, external auditors or outside counsel as necessary.
- 3.2.2 The Committee will carry out the following responsibilities:
 - 3.2.2.1 Financial statements

- 3.2.2.1.1 Review significant accounting and reporting issues, including complex or unusual transactions.
- 3.2.2.1.2 Review with management and the auditors the results of the audit, including any difficulties encountered.
- 3.2.2.1.3 Review the annual financial statements, and consider whether they are complete, consistent with the approved budget for the school year in question and other information known to Committee members, and reflect appropriate accounting principles; and
- 3.2.2.1.4 Review with management and the auditors all matters required to be communicated to the entire Board.
- 3.2.2.2 Internal Control
 - 3.2.2.2.1 Consider the effectiveness of the Division's internal controls over annual reporting, including information technology security and control; and
 - 3.2.2.2.2 Understand the scope of the auditor's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.
- 3.2.2.3 Audit
 - 3.2.2.3.1 Review the auditor's proposed audit scope and approach.
 - 3.2.2.3.2 Review the performance of the auditors, and provide recommendations to the Board concerning the final approval on the appointment or the discharge of the auditors.
 - 3.2.2.3.3 On a need basis, meet separately with the auditors to discuss any matters that the Audit Committee or auditors believe must be discussed privately.
- 3.2.2.4 Compliance
 - 3.2.2.4.1 Review the findings of any examination by regulatory agencies and any audit observations.
 - 3.2.2.4.2 Obtain regular updates from management and Division legal counsel regarding compliance matters.
 - 3.2.2.4.3 Obtain and review from legal counsel an update on any outstanding legal matters that may have a significant impact upon Board operations.

3.3 Membership

- 3.3.1 The committee will consist of a minimum of five (5) members and a maximum of seven (7) members and divided as follows:
 - 3.3.1.1 Board Vice-Chair, who will serve as Chair of the Audit Committee.

- 3.3.1.2 One or two (1-2) trustees.
 - 3.3.1.3 Minimum three (3) public members in accordance with Appendix B - Audit Committee Public Members.
 - 3.3.2 Vacancies for public members will be advertised locally and the public members will be selected by the Board.
 - 3.3.3 Public Members will be identified by a selection committee as potential candidates for appointment to the Audit Committee. The selection committee will be comprised of at least the Board Vice-Chair, Associate Superintendent, Business and Finance and Associate Superintendent, Human Resources and Administration. The selection committee will then make a recommendation to the Board of Trustees to approve the appointment of the public members.
 - 3.3.4 Compensation will be paid for public members in accordance with Appendix B – Audit Committee Public Members.
 - 3.3.5 The term of the appointment to the Committee is two (2) years off set with trustees and public members to a maximum three (3) terms six (6) years. In the case of the Board Vice-Chair, if not appointed for the second year, to remain as the audit committee chair for the full two (2) year term.
 - 3.3.6 The Associate Superintendent, Business and Finance, the Director of Finance and the Superintendent, and/or designate, will participate as non-voting members.
- 3.4 Meetings
 - 3.4.1 The committee will meet at least two (2) times a year, with authority to convene additional meetings, as circumstances require.
 - 3.4.1.1 All committee members are expected to attend each meeting, in person or video-conference.
 - 3.4.1.2 The Committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary.
 - 3.4.1.3 It may hold private meetings with auditors and executive sessions.
 - 3.4.1.4 A recording secretary will prepare the agenda in consultation with the Chair and take summary notes for all meetings.
- 3.5 Reporting
 - 3.5.1 Updates and recommendations will be brought forward to the next Board Meeting as a standing item on the Board In-Camera agenda.

4. Advisory Committees

The Board Advisory Committees are established as standing committees of the Board, with responsibility for work as detailed below. The Committees consist of:

Committee I - Teachers
Committee II - School Support Staff
Committee III - Bus Contractors / Custodial Staff

4.1 Purpose

- 4.1.1 To foster and promote a quality working and learning environment by dealing with issues other than those covered in contract.

4.2 Powers and Duties

- 4.2.1 To report deliberations to the Board at its next regular meeting.
- 4.2.2 To forward recommendations, if any, to the Board for its consideration.

4.3 Membership

- 4.3.1 Two (2) trustees and an alternate per committee.
- 4.3.2 Superintendent and/or designate(s).

4.4 Meetings

- 4.4.1 Two (2) times annually at minimum, up to four (4) or as mutually agreed.
- 4.4.2 Chairpersonship and recording secretary duties will be rotated between a trustee and a member of the employee contract group.
- 4.4.3 Agenda items to be submitted to the Superintendent or designate one (1) week in advance of each meeting.
- 4.4.4 Meeting minutes will be circulated.

4.5 Reporting

- 4.5.1 Updates and recommendations will be brought forward to the next Board Meeting as a standing item on the Board agenda.

5. Contract Negotiations Committees

The Contract Negotiations Committees are established as standing committees of the Board, with responsibility for work as detailed below. The Committees consist of:

Committee I - Alberta Teachers Association (ATA)

Committee II - School Support Staff

Committee III - Custodial Personnel

5.1 Purpose

- 5.1.1 To negotiate and conclude Memoranda of Agreement for submission to the Board, for possible ratification.

5.2 Powers and Duties

- 5.2.1 Present to the Board a possible framework within which the negotiations might take place.
- 5.2.2 Maintain confidentiality of negotiation proceedings.
- 5.2.3 Negotiate the contract.
- 5.2.4 Report progress and other pertinent information to the Board for feedback.

5.3 Membership

5.3.1 Two (2) trustees and an alternate with one (1) trustee to serve as Chair of the Committee. (Committee membership cannot be a quorum.)

5.3.2 Superintendent and/or designates.

5.4 Meetings

5.4.1 To be called by the Associate Superintendent of Human Resources.

5.5 Reporting

5.5.1 Updates and recommendations will be brought forward to the next Board Meeting as a standing item on the Board In-Camera agenda.

6. Policy Review Committee

The Policy Review Committee is established as a standing committee of the Board, with responsibility for work as detailed below.

6.1 Purpose

6.1.1 To prepare recommendations for new Board policies, as well as additions/changes/deletions to existing Board policy.

6.2 Powers and Duties

6.2.1 Review and develop policies proposed by trustees, staff and other partners in education.

6.2.2 Submit policies to the Board for approval in principle and may forward to staff and partners in education for feedback.

6.2.3 Review feedback, amend where necessary and submit to the Board for final approval.

6.3 Membership

6.3.1 Board Chair or Board Vice Chair, who will serve as Chair of the Committee.

6.3.2 Two (2) trustees.

6.3.3 Superintendent and/or designate(s).

6.4 Meetings

6.4.1 The committee will establish an annual work plan that aligns with the Board's goals and objectives.

6.4.2 The committee will convene monthly and/or upon the call of the Committee Chairperson in consultation with the Superintendent.

6.5 Reporting

6.5.1 The policy changes and/or recommendations will be brought forward to the next Board Meeting as a stand-alone standing item on the Board agenda for discussion and vote.

7. Awards Committee

The Awards Committee is established as a standing committee of the Board, with responsibility for work as detailed below.

7.1 Purpose

- 7.1.1 To review award applications such as: Inspiring Success Award, Edwin Parr Award and the School Bus Safety Week Poster Contest.
- 7.1.2 To bring to the Board's attention, opportunities to highlight Division initiatives or practices through recognition by outside or associated entities.

7.2 Powers and Duties

- 7.2.1 Review requests based on eligibility guidelines and bring recommendations to Board.
- 7.2.2 Take the lead in seeking out relevant awards and presenting them to the Board for approval.
- 7.2.3 Submitting nominations or applications for the awards approved by the Board.

7.3 Membership

- 7.3.1 Two (2) trustees and one (1) alternate.
- 7.3.2 The Awards Committee may solicit assistance to complete awards applications and nominations packages.

7.4 Meetings

- 7.4.1 To be called by the Superintendent (as needed).

7.5 Reporting

- 7.5.1 The committee will notify the Board of selected recipients.

8. Community Engagement & Advocacy Committee

The Board Community Engagement & Advocacy Committee is established as a standing committee of the Board, with responsibility for work as detailed below.

8.1 Purpose

- 8.1.1 Established to consider, monitor, oversee, and develop recommendations for increasing engagement with the "community".
 - 8.1.1.1 "Community" is defined as - students, schools, staff, parents/guardians, school councils, community-at-large, local politicians (civic and provincial), businesses, not-for-profits, service providers and thought leaders.

8.2 Powers and Duties

- 8.2.1 To organize and recommend stakeholder engagements and advocacy for the Board.

8.2.1.1 “Engagement” is defined as:

- 8.2.1.1.1 Being visible in the community by attending such events as community and school functions.
- 8.2.1.1.2 Two-way communication: exchange of information.
- 8.2.1.1.3 Providing opportunities for school community members to participate in dialogue concerning education.
- 8.2.1.1.4 Proactively seeking opportunities for engagement from multiple perspectives.

8.2.1.2 “Advocacy” is defined as:

- 8.2.1.2.1 Bringing forward and advocate for local issues and concerns relevant to education.
- 8.2.1.2.2 Planning meaningful meetings with community.
- 8.2.1.2.3 Informing the public regarding broader relevant issues and events in education.
- 8.2.1.2.4 Considering recommendations for ASBA position statement submissions.

8.2.2 Opportunities for community engagement and advocacy will vary; the expectation is that the entire Board of Trustees will participate as appropriate. Opportunities for Engagement and Advocacy may include but are not limited to in person, printed and digital forums.

- 8.2.2.1 School events.
- 8.2.2.2 Municipal and/or MLA networking events or evenings.
- 8.2.2.3 Division events.
- 8.2.2.4 Trustee newsletter.
- 8.2.2.5 Stakeholder events.

8.3 Membership

- 8.3.1 Board Chair or Board Vice Chair, who will serve as Chair of the Committee.
- 8.3.2 Two (2) trustees.
- 8.3.3 Superintendent and/or designate(s).
- 8.3.4 Communications Advisor.

8.4 Meetings

- 8.4.1 The committee will establish an annual work plan that aligns with the Board's goals and objectives.
- 8.4.2 The committee will convene monthly and/or upon the call of the Committee Chairperson in consultation with the Superintendent.

8.5 Reporting

- 8.5.1 The notes of each meeting will be recorded and updates and recommendations will be brought forward to the next Board Meeting as a standing item on the Board agenda.

CEO/SUPERINTENDENT TRANSITION COMMITTEE

1. Purpose

The purpose of the CEO/Superintendent Transition Committee is to:

- 1.1 Ensure continuous coverage of the CEO/Superintendent duties as per Ministry requirements where there is a short term or permanent CEO/Superintendent vacancy.
- 1.2 Determine the onboarding and orientation process of the appointed CEO/Superintendent.

2. Membership

- 2.1 The Committee members will be appointed by the Board.
- 2.2 The Committee will consist of Chair or Vice Chair and two trustees.
- 2.3 The Chair can be appointed as a member of the Committee or attend as an ex officio member.
- 2.4 The Committee shall be chaired by the Chair or Vice-Chair.
- 2.5 May include the Superintendent as determined by the Committee.

3. Authority and Decision Making

- 3.1 The committee's work and recommendations must be approved by the Board.

4. Accountability

The Committee will:

- 4.1 Ensure that the new CEO/Superintendent has an appropriate onboarding/orientation process that may include participation by the current CEO, interim CEO or any other key management staff or Board members.
- 4.2 Onboarding will include a meeting with the CEO/Superintendent in the first week of employment to establish initial direction and shared priorities.
- 4.3 Recommend the process to annually assess the CEO/Superintendent performance aligned with policy role responsibilities.

5. Meetings and Reporting

Meetings of the Committee shall occur:

- 5.1 As needed by the call of the Committee Chair.

- 5.2 As requested by the Board.
- 5.3 Notes of each meeting will be brought forward to the next Board meeting or as a standing item on the Board agenda.

6. Meetings and Reporting

- 6.1 The Transition Committee will be dissolved by Board Motion upon the recommendation of the committee and the CEO/Superintendent.

Legal Reference: Section 33, 34, 37, 51, 52, 53, 64, 67, 222 Education Act
Collective Agreements