

## Article 3: Board of Directors

### Section 1: Number

The Board of Directors shall consist of seven persons, shall strive to include a majority of parent and/or guardian members, and may include community members.

### Section 2: Qualifications

- a) Charter Board Directors (hereafter referred to as "Directors") must be
  - i) 18 years of age or older
  - ii) Parents or Guardians of children attending the school, or
  - iii) Community Members (in accordance with Article 2, Section 2)
- b) Staff currently employed by the school may not be a Director

### Section 3: Term

Directors shall be elected for three year terms. Terms shall be staggered so that no more than one third (1/3) of the Board shall be up for election in any year, unless a vacancy(ies) needs to be filled.

### Section 4: Term Limits

Directors shall be limited to 3 consecutive 3 year terms. Previous Directors who have not served 3 consecutive 3 years terms shall be eligible to become Directors again at any time. Previous Directors who have served 3 consecutive 3 year terms shall be re-eligible for membership after a lapse of 1 (one) year.

### Section 5: Powers and Accountabilities of Directors

- a) The Board of Directors shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the VSF, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the VSF.
- b) The Board of Directors may, by general resolution, assign to committees, the task of obtaining information pertinent to a specific topic for the board to review.
- c) Directors shall be guided by the Vision, Mission, Values and Beliefs of the Charter.
- d) Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Director after such Director's three unexcused, consecutive absences to ascertain the Director's interest in retaining Board membership.
- e) The Board is accountable to the Minister of Education to ensure that the VSF operates in accordance with the applicable provisions of the School Act.
- f) The Board is accountable to ensure students are learning in accordance with the School Act and Charter goals and objectives.

### Section 6: Director Conflict of Interest

- a) Any Director or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the society's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion).

### Article 3: Board of Directors

The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

- b) The Board may adopt conflict of interest policies requiring:
  - 1. Regular annual statements from Directors to disclose existing and potential conflict in interest; and,
  - 2. Corrective and disciplinary actions with respect to transgressions of such policies.
- c) For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the society, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the society.

#### Section 7: Election

Directors shall be elected by the eligible members of the school community at an election held each year at the annual meeting. The positions of those Directors whose terms have expired shall be open to be filled by those eligible to vote. Elections shall be conducted using secret ballots. Members shall be required to sign a Roster confirming their eligibility to vote. The members present at an annual meeting will have one vote per member per available position. Proxy voting is prohibited. Votes shall be tallied and announced at the meeting where the vote takes place. A group of volunteers, no less than three nor more than five people, made up of eligible members, but not those up for election, shall tally the votes. In the event of a tie vote for a position, a second ballot will be cast for the position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose surname is earliest in the alphabet calling a coin side first. Newly elected Directors shall assume office at the first Board of Directors meeting following their election.

#### Section 8: Resignation, Disqualification and Termination of a Charter Board Director

- a) A Director may resign from the Charter Board by giving one (1) month's notice in writing to the Chairperson (or to the Vice-Chairperson in the case of resignation of the Chairperson). Such resignation shall take effect at the end of the month's notice, or on the date the Charter Board accepts the resignation, whichever is the earlier.
- b) A Director may be disqualified and removed for cause outlined below, at a meeting of Directors by an affirmative vote of two thirds of the remaining Board of Directors. Directors being considered for disqualification shall receive at least two weeks notice of such proposed action and shall be given the opportunity to address the Board regarding such action prior to any vote on such removal. A Director may be removed if that person:
  - i. Dies;
  - ii. Tenders his or her resignation in writing;
  - iii. Is an auditor or employee of the Board;
  - iv. Uses information gained through a person's position as a Director to gain a pecuniary benefit in respect of any matter in which the person has a pecuniary interest;
  - v. Absents his or herself, without being authorized by a resolution of the Board to do so, from three consecutive meetings of the Board unless the person's absence is due to illness;
  - vi. Is convicted of an indictable offence for which a pardon has not been granted.
- c) In addition to the provisions contained in the School Act, a Charter Board Director may be terminated as Director from the Charter Board, for cause outlined below, by a 75% majority vote at a special meeting of the Charter Board called for such a purpose. Directors being considered

### Article 3: Board of Directors

for termination shall receive at least two weeks notice of such proposed action and shall be given the opportunity to address the Board regarding such action prior to any vote on such removal. A Director may be removed under this clause if that person:

- i. Has failed to carry out the duties of their position as outlined in the *School Act*, the *Societies Act*, or the Charter or these bylaws;
- ii. Has interfered with the function of the other Charter Board members or an employee of the School in the performance of their duties;
- iii. Has willfully acted to contravene the Charter, the objectives of the Society or these bylaws.

#### Section 9: Quorum

A majority of the full number of Directors, in person, shall constitute a quorum of the Board for the transaction of business at a regularly scheduled meeting. When a quorum is present, a majority of the Directors present may take any action on behalf of the Board. Every act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors

#### Section 10: Vacancies

A vacancy on the Board of Directors, may be temporarily filled by a majority vote of the remaining Directors to elect a person(s) to fill the vacancy(ies) until the next annual meeting of the Board, at which time Directors so elected must be re-elected as specified in the By-laws.

#### Section 11: Compensation

Directors receive no payment for their services. With board approval, Directors may be reimbursed for out-of-pocket expenses incurred on approved board business. Directors must present receipts for all such expenses, which shall be for the Director only, and shall be itemized and documented. Such expenses must be approved by a motion of the Board at the meeting immediately following the expenditure(s).

Approved: 2018-04-23