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**ALMADINA SCHOOL SOCIETY**

**ANNUAL GENERAL MEETING**

**SUNDAY MAY 26, 2013 @ 1:00 pm**

**MOUNTAIN VIEW CAMPUS  
2031 Sable Drive SE**

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**AGENDA**

1. Sign-in for quorum 12:30 to 1:00 pm
2. Approval of May 26th, 2013 Agenda
3. Approval of December 8th, 2012 Minutes
4. 2011/2012 Audited Financial Statements
5. Appointment of Auditor
6. Amendment of By-Laws as suggested by the Alberta Education
7. From the Floor

**INFORMATION**

15 Year Charter update

**PRESENTATION**

**ADJOURNMENT**

## ARTICLE 7 GOVERNANCE - THE BOARD OF DIRECTORS

### 7.1 General

The business and affairs of the Society shall be managed by the Directors of the Society who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not, by the School Act, the By-Laws, any special resolutions of the Society or by statute, expressly directed or required to be done in some other manner. Without limiting the generality of the foregoing, the Directors, shall.

- a) Set general policy affecting the operation of the Society in compliance with the School Act;
- b) Appoint the Chair and Vice-Chair;
- c) Establish and appoint directors to Finance, Transportation, Policy and Facility Committees and prescribe their functions and limitations;
- d) Establish a process to present nominations for Directors;
- e) Approve the hiring and termination of ~~all employees of the Society and set the salaries and other benefits and remuneration to be paid to the employees; the Superintendent – policy BSR 2.1~~ – see below
- f) ~~Manage or~~ Cause to be managed all resources and assets of the Society in a manner consistent with the objects of the Society; management statement / cause to be = governance
- g) Designate from time to time those persons authorized to execute documents on behalf of the Society and to apply the seal of the Society thereto;
- h) Appoint legal counsel and auditor;
- i) Finance the operations of the Society, including the borrowing or raising of monies;
- j) Sell, dispose of, or mortgage any or all of the property of the Society;
- k) Perform such other duties as may generally be appropriate for a board of ~~this nature~~ a governance nature; and
- l) Be accountable to the membership of the Society.

The Board shall take such steps as necessary to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

### 7.2 Duties

Every Director of the Society in exercising his powers and discharging his duties shall:

- a) act honestly and in good faith with a view to the best interests of the Society; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### 7.3 Directorship

The Society will have a volunteer seven member Board of Directors. All Directors will be elected pursuant to Article 8 or appointed by the Board of Directors when a single Director's position has been vacated.

\*\*\*Associate member shall mean any person other than parents, staff or contractors of Almadina Language Charter Academy who are elected to the Board of Directors by the majority of the membership of the Society\*\*\*

The Board ~~may appoint qualified non-voting members as it may deem necessary from time to time to provide support on specific issues.~~

~~-will include 2 associate members of the society~~

Staff of the Society are disqualified from being a Director.

#### **7.4 Qualifications for Directors**

Directors must be 18 years of age or older, must be a member of the society, [or an associate member of the society](#), provide a criminal record check satisfactory to the Board within six weeks of being elected, and be bondable. In addition, candidates must not be disqualified from being Directors as set out in the applicable articles of the School Act.

#### **7.5 Term**

The term for a Director is three years.

[Board member terms shall be staggered to ensure continuity on the board.](#)

All Directors shall assume their duties and responsibilities at the first Board meeting following their election or appointment.

### **15.1 Finance Committee**

The Board shall appoint a Finance Committee consisting of two (2) Directors. The Finance Committee shall review all financial reporting of the Society pursuant to the Terms of Reference of the Finance committee as approved by resolution of the Board.

#### **Policy GP #13**

**Board Finance Committee Members: 3 Directors (Finance Committee) maximum, Superintendent, Secretary-Treasurer.**

#### **EXCERPT FROM POLICY BSR 2.1**

The board's sole official connection to the operational organization, its achievement and conduct, will be through the superintendent. Therefore, all board authority delegated to staff is delegated through the superintendent. All such accountability is vested with the superintendent.