POLICY 3 ROLE OF THE BOARD AND BOARD DIRECTOR CODE OF CONDUCT

POLICY STATEMENT

The Board of STEM Collegiate Canada will function as the governing Board of the school. The Board shall provide overall direction and leadership for the school. Board members shall conduct themselves in an ethical and responsible manner.

GUIDELINES

1. The Board is responsible for:

    1.1. Ensuring that the practices of the school and the Board are consistent with applicable legislation, the Charter, Board policies, and contractual obligations.

    1.2. Developing policies.

    1.3. Developing bylaws of STEM Collegiate Canada Society.

    1.4. Appointing and evaluating a superintendent as the Chief Education Officer of the School.

    1.5. Appointing a secretary treasurer as the Chief Financial Officer of the School.

    1.6. Appointing and evaluating a Chief Strategy Officer of the School.

    1.7. Directing and monitoring the finances of the school, including approving the annual budget and audited financial statements.

    1.8. Evaluating the levels of satisfaction held by students, parents, and staff.

    1.9. Establishing Board committees.

2. Members of the Board of Directors shall:

    2.1. Be aware of their legal and fiduciary responsibilities.

    2.2. Be informed about current issues and participate actively in decision making.

    2.3. Act in the best interest of the school community.

    2.4. Abide by and support all decisions of the Board.

    2.5. Declare conflicts of interest and excuse themselves from Board deliberations.

    2.6. Be aware that communication of Board decisions is the responsibility of the Chair.

    2.7. Maintain the confidentiality of the business of the Board.

    2.8. Act in a respectful and responsible manner when dealing with the school community.

SCHEDULE "A"

BOARD OF DIRECTORS CODE OF CONDUCT

1. STEM Collegiate Canada Society (the "Society") commits itself and its members to conduct which meets the highest ethical standards and is commensurate with the responsibilities associated with being elected representatives of the STEM Collegiate Canada (the "School"). It is expected that all personal interactions and relationships will be characterized by mutual respect, which acknowledges the dignity and affirms the worth of each person. This Director Code of Conduct (the "Code") is a broad policy statement and does not give rise to any rights. The Code is not legal advice or opinion.

2. Members of the Society's Board of Directors (the "Directors") shall carry out their responsibilities as detailed in the By-laws of the Society. Specifically, Directors shall act honestly and in good faith with a view to the best interests of the Society, as well as exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

3. Directors shall comply, both in letter and spirit, with all applicable laws, regulations, rules, and policies applicable to the Society.

4. Directors shall endeavor to work with fellow Directors in a spirit of harmony and cooperation in spite of differences of opinion that may arise during debate.

5. Directors shall reflect the Society's policies and resolutions when communicating to the public.

    5.1 Directors shall accept that decisions are made on a majority basis as outlined in section 7.10 of the By-laws after due deliberation. It is the obligation of Directors to abide by and support those decisions.

    5.2 Directors may not publicly (i.e., outside a closed session of the Board of Directors), or outside of the proper channels and protocols, criticize other Directors or staff of the Society (the "Staff").

6. Directors shall respect issues of a sensitive or confidential nature.

    6.1 Directors owe positive loyalty to the Society and are never to divulge its deliberation and decisions to any outside body or person before they are known to the Staff and the public through agreed-upon channels of communication.

    6.2 Directors shall, at all times, maintain confidentiality of the business of the Society and the School as appropriate. This restriction will not apply to a Director required to disclose such information by law, in which case the disclosing Director will promptly notify the Chair or applicable Committee of the Board of Directors of the legal requirement before such disclosure.

7. Directors shall not attempt to exercise individual authority over the Superintendent any member of the STEM Collegiate Staff.

    7.1 Directors shall not solicit nor make judgments in a public forum (i.e., outside of a closed session of the Board of Directors) regarding the performance of the Superintendent or member of the Staff.

7.2 Directors shall not encourage direct communication with Staff who attempt to bypass administration but shall encourage the Staff to use reporting lines within the administration to bring their concerns to the Board of Directors.

8. Fiduciary responsibility supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on any other Boards of Directors or staffs, or acting as a user of the School's services.

9. Directors shall represent the Society responsibly in all Society-related matters with proper decorum and respect for others.

10. Attendance by the Directors at regular meetings of the Board of Directors is mandatory unless excused by motion of the Board of Directors. Repeated unexcused absences, partial attendance, or excessively late attendance by Directors shall be cause for disciplinary action as determined by the Board. The unexcused absence of a Director from three consecutive meetings of the Board of Directors shall disqualify that person from remaining as a Director per section 87(1)(i) of the *Education Act* and section 6.10(a) of the By-laws.

11. In accordance with section 86 of the *Education Act*, Directors shall file with the Secretary of the Board of Directors a statement showing:

a. the names and employment information of the director and the director's spouse or adult interdependent partner;

b. the names of the corporations, partnerships, firms, governments, or persons in which the director has a pecuniary interest; and

c. the names of the corporations, partnerships, firms, governments, or persons in which the director's spouse or interdependent partner or children under 18 years of age have a pecuniary interest.

12. Directors shall disclose the nature of any conflict of interest and abstain themselves from discussion or voting on the matter in question in accordance with section 88 of the *Education Act*.

12.1 Directors may not use for personal financial or material benefit, except under terms of a written agreement with the Society:

(a) school premises and facilities to promote or serve the interests of any non-School or non-Society organization;

(b) the name or logos of the School or the Society; or

(c) the names of the Directors or Society to promote or serve the interests of any non-School or non-Society organization.

12.2 Directors are not to do paid work for the Society or the School while serving on the Board of Directors, unless agreed upon by the Society in advance.

12.3 It is the duty and responsibility of the Chair, where the possibility of a member having a conflict of interest is known or ought reasonably to have been known, to explicitly raise the matter with the Director potentially having the conflict of interest.

12.4 For non-declaration of a conflict, which affects the decisions of the Society, a Director may be asked to resign and the affected decisions shall be reconsidered.

13. Directors shall not use their influence to obtain employment with the Society for family members or friends.

14. Directors shall conduct themselves in a manner such that neither the Society's reputation nor its assets are put at risk.

15. Directors shall conduct themselves in an ethical and prudent manner in compliance with this Director Code of Conduct (the "Code"). The failure by Directors to conduct themselves in compliance with this Code may result in the Society instituting sanctions.

    15.1 A Director who believes that another Director has violated the Code may seek resolution of the matter through appropriate conciliatory measures prior to commencing an official complaint under the Code.

    15.2 A Director who wishes to commence an official complaint under the Code shall file a letter of complaint with the Chair in a timely manner and indicate the nature of the complaint and the sections of the Code that are alleged to have been violated by the Director. If the complaint is about the Chair, the letter should be filed with the Vice Chair. The Director who is alleged to have violated the Code and all other Directors shall be forwarded a copy of the letter of complaint by the Chair (or Vice Chair where applicable) within five days of receipt by the Chair of the letter of complaint.

    15.3 When a Director files a letter of complaint and a copy of that letter of complaint is forwarded to all Directors, the filing, notification, content, and nature of the complaint shall be deemed to be strictly confidential, the public disclosure of which shall be deemed to be a violation of the Code. Public disclosure of the complaint and any resulting decision taken by the Society may be disclosed by the Society only at the direction of the Society, following the disposition of the complaint by the Society at a Code hearing (a "Hearing").

    15.4 To ensure that the complaint has merit to be considered and reviewed, at least one other Director must provide to the Chair within three days of the notice in writing of the complaint being forwarded to all Directors a letter indicating support for having the complaint heard at a Hearing. Any Director who forwards such a letter of support shall not be disqualified from attending and deliberating upon the complaint at a Hearing convened to hear the matter, solely for having issued such a letter.

        15.4.1 Where no letter supporting a hearing is received by the Chair in the three-day period referred to in section 15.4, the complaint shall not be heard. The Chair shall notify all other Directors in writing that no further action of the Board of Directors shall occur.

        15.4.2 Where a letter supporting a Hearing is received by the Chair in the three-day period referred to in section 15.4, the Chair shall convene, as soon as is reasonable, a special meeting of the Society to allow the complaining Director to present their views of the alleged violation of the Code. At this special meeting, the Chair shall indicate, at the commencement of the meeting, the nature of the business to be transacted and that the complaint shall be heard in a closed session of the special meeting.

    15.5 Without limiting what appears below, the Chair shall ensure fairness in dealing with the complaint by adhering to the following procedures.

15.5.1 The Hearing shall be conducted at a closed session of a special meeting of the Society convened for that purpose. All preliminary matters, including whether one or more Directors may have a conflict of interest in hearing the presentations regarding the complaint, shall be dealt with prior to the presentation of the complaint on behalf of the complaining Director.

15.5.2 The sequence of the Hearing shall be:

(a) the complaining Director shall provide a presentation;

(b) the respondent Director shall provide a presentation;

(c) the complaining Director shall then be given an opportunity to reply to the respondent Director's presentation;

(d) the respondent Director shall then be provided a further opportunity to respond to the complaining Director's presentation and subsequent remarks;

(e) the complaining Director shall be given the opportunity to make final comments; and

(f) the responding Director shall be given the opportunity to make final comments.

15.5.3 Following the presentation of the respective positions of the parties as outlined in section 15.5.2, the parties and all persons other than the remaining Directors who do not have a conflict of interest shall be required to leave the room. The remaining directors shall deliberate in private. The Society may, however, in its discretion, call upon legal counsel to assist them on points of law or the drafting of a possible resolution.

15.5.4 If the remaining Directors in deliberation require further information or clarification, the parties shall be reconvened, and the requests made in the presence of both parties. If the information is not readily available, the presiding Chair may request a recess or adjournment of the Hearing to a later date.

15.5.5 In the case of an adjournment, no discussion by the Directors of the matters heard at the Hearing may take place until the meeting is reconvened.

15.5.6 The remaining Directors in deliberation may draft a resolution indicating what action, if any, may be taken regarding the respondent Director.

15.5.7 The presiding Chair shall reconvene the parties to the Hearing and request a motion to revert to the open meeting in order to pass the resolution.

15.5.8 All documentation that is related to the Hearing shall be returned to the Superintendent or designate immediately upon conclusion of the Hearing.

15.5.9 The presiding Chair shall declare the special Society meeting adjourned.

15.6 A violation of the Code may result in the Society instituting, without limiting what follows, any or all of the following sanctions:

15.6.1 Having the Society write a letter of censure to the offending Director, on the approval of a majority of those Directors present and allowed to vote at the special meeting of the Society;

15.6.2 Having a motion of censure passed by a majority of those Directors present and allowed to vote at the special meeting of the Society;

15.6.3 Having a motion to remove the offending Director from one, some, or all Society committees or other appointments of the Society passed by a majority of those Directors present, excluding the offending Director, and allowed to vote at the special meeting of the Society; and

15.6.4 Having a motion to terminate the offending Director's membership in the Society passed by a majority of those Directors present and allowed to vote at the special meeting of the Society.

15.7 Notwithstanding, the Director may be removed from office by the passage of an ordinary resolution at a special meeting of the Society as provided in section 6.11 of the By-laws.

15.8 The Society may, in its discretion, make public its findings at the special meeting or at a regular meeting of the Society where the Society has not upheld the complaint alleging a violation of the Code or where there has been a withdrawal of the complaint or under any other circumstances that the Society deems reasonable and appropriate to indicate publicly its disposition of the complaint.

Acknowledgement of Receipt and Review

I, _____ (name), acknowledge that on _____ (date), I received a copy of the Society's Director Code of Conduct and I read it, understood it, and hereby agree to comply with it.

_____

Signature

_____

Printed Name

_____

Date

Approved: September 18, 2023