

“Educating Early...Education for Life”

Board of Directors Guidelines



NORTHWEST TERRITORIES
Montessori Society

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A. Role of the Board

1. The Board is responsible for the day-to-day management of overall objectives and interests, strategic goals and program operations for the Society, according to the Bylaws.
2. The Board hires an Executive Director to be its Administrator to manage its responsibilities under its direct supervision. The Executive Director acts as the manager for all Society affairs. The Board provides necessary governance, policy and budgetary decisions to guide the actions of the Executive Director.
3. The Executive Officers of the Board are the Chairman, Vice-chairman, Treasurer and Secretary and, as an Executive Committee, are responsible to assist the President, as Chief Executive Officer, in providing any necessary day-to-day direction and assistance to the Executive Director, or otherwise managing the affairs of the Board between its regular meetings.
4. Directors may be appointed by the Board as required to serve as primary classroom representatives. They will make themselves available to assist the Board and Executive Director as necessary with meeting the operational needs of the classrooms.
5. The Board will appoint Committees as required to address matters such as fundraising, building and facilities, financial audit, strategic planning, special projects, etc.

B. Approach to Governance

1. Focus on strategic direction to enhance the programs of the Society and the success of Montessori classes
2. Establish clear policies and procedures that allow the Executive Director to manage operational affairs with a minimum of Board involvement.
3. Ensure accountability and transparency of actions for Society members, the public and the government.
4. Practice modern and respectful techniques of governance and management.
5. Provide for regular communication with staff and members.

C. Board Member responsibilities

1. Advocate the Montessori ideals as means in the education of children.
2. Become familiar and comply with the Society By-laws, policies and procedures.
3. Acquire a clear understanding of the School's financial and operational position.
4. Attend all Board meetings. Missing Board meetings without valid reasons may lead to removal from the position.
5. Read the relevant minutes before any meeting.
6. Notify the Chariman, Secretary or Executive Director if agenda items are required for a meeting.
7. Make decisions based on the collective interests of the Society and the entire student body.
8. Inform the Board of any business connections, affiliations, or interests of which the Board might reasonably expect to be informed or that may be or perceived as a conflict of interest, and to recuse oneself as appropriate.
9. Hold oneself free of any influence, interest or relationship in respect of Society affairs that impairs his or her judgement or objectivity, or which, in view of a reasonable observer, may have such effect.
10. Bring to the attention of the Board any apparent breach of policies or procedures or any instance involving or appearing to involve doubt as to the competence, integrity, or reputation of any member.
11. Refrain from making or signing, or associating oneself with, any letter, report, statement or representation which one knows, or should know, is false or misleading.
12. Protect from inappropriate disclosure any confidential information concerning the Society affairs.
13. Conduct themselves at all times in a manner that will maintain the good reputation of the Society and its ability to serve the community.
14. Perform their services with integrity and due care, and direct staff or parents to follow school policy for reporting concerns as outlined in the parent and employee handbooks.
15. Participate fully in the work of the Board and its committees.
16. Respect the roles and responsibilities of the Board and its employees.
17. Participate in other Society activities (i.e. education evenings, special events, etc.)

18. Stay informed of relevant developments in the areas for which one might reasonably be relied upon for expertise in the course of Board activities.

D. Board of Directors elections and appointments

1. Each of the Directors shall at the time of his or her election and throughout his or her term of office be a member of the Society in good standing.
2. An elected Director may not be a member of the immediate family of an employee of the Society.
3. A minimum of five and maximum of nine Directors are elected at the Annual General Meeting (AGM) held in October. Continuing and retiring Directors attend this meeting and carry out their duties until a new Director has been elected to take their place. All Directors shall hold office for one, year with the exception of the Executive Officers, who hold office for a period of two years.
4. The Chairman is elected by the membership at the AGM. The Directors elected decide amongst themselves at the first Board meeting who will hold the other three Executive Officer positions (Vice-chairman, Secretary, Treasurer).
5. If any position on the Board of Directors is vacated, the remaining Board members may immediately appoint a successor to the position until the next AGM.

E. Board and Annual General Meetings

1. Regular Board meetings shall be held on a monthly basis as agreed by the Board. Four Directors shall constitute a quorum at any regular meeting. Decisions of the Board shall be made by motions which are voted upon and recorded in the minutes. A simple majority vote of members present is required to pass a motion.
2. The Board may change policies of the Society, but the by-laws can only be changed at an AGM or a duly convened Special Meeting.

F. Executive Officers

Chairman

1. Functions as the Chief Executive Officer of the Society.
2. Calls all Board meetings and chairs meetings.
3. Can cast a tie-breaking vote.
4. Cosigns disbursement cheques.
5. Maintains an information file containing records of the year's activities to be passed on to the next Board.

6. Coordinates responsibilities of individual Directors.
7. Ensures that all NWT Day-care Act requirements are met.
8. Ensures that all NWT Education Act requirements are met.
9. Provides each Board member a Governance and Policy Manual
10. Calls and presides over the AGM.
11. Provides a year end report to the AGM.
12. Oversees smooth functioning of committees
13. Enforces Board member involvement.
14. Signs teacher contracts.
15. Acts as spokesperson for Board and formal contact for parent and staff complaints that cannot be handled by the Executive Director.

Vice-chairman

1. Functions as one of the Executive Officers of the Society.
2. Carries out the duties of the Chairman in his or her absence.
3. Attends all Board meetings and school functions.
4. Assists the President as delegated.
5. Co-signs disbursement cheques.

Secretary

1. Functions as one of the Executive Officers of the Society.
2. Prepares (with the Chairman and Executive Director) agendas for monthly meetings.
3. Attends all Board Meetings, acting as clerk and recording all votes and minutes of proceedings.
4. Assists the Executive director with maintaining the files, documents and records of the Society.

Treasurer

1. Functions as one of the Executive Officers of the Society.
2. Attends all Board meetings.
3. Co-signs Disbursement cheques.
4. With the assistance of the Executive Director:
 - Monitors and/or directs the bookkeeper functions including receipt, disbursement, and payroll journals, general ledger, bank reconciliation's, month end balancing report and posting.
 - Oversees the submission of the books for audit after year-end.
 - Provides copies of the Annual Financial Statements to the Bank, GNWT Education, Culture & Employment, Canada Revenue Agency & GNWT Corporate Registries.
 - Prepares and submits the Registered Charity Information Return.
 - Prepares and submits an annual budget to the Board members of the Society.
 - Prepares monthly financial statements for board meetings.
 - Prepares and submit to the Board such reports or financial information as may be required to facilitate appropriate decisions by the Board.

G. Conduct of Meetings

Meetings shall be conducted democratically and, whenever possible, in the spirit of consensus.

In planning and conducting meetings, the following suggestions should be considered:

- Start and finish the meetings on time.
 - Create an atmosphere in which each member is able to make an effective contribution.
 - Facilitate introductions so that all members know each other.
 - Help the group establish clearly the actual questions at issue, or goals to be set, or problems to be solved, or the purpose of the discussion.
 - Help the group consider a variety of alternatives and possible solutions.
 - Summarize the discussion from time-to-time and review steps covered.
 - Treat divergent opinions and disagreements as opportunities for learning.
 - Ensure a final decision is reached by hearing each member's position and taking a vote of all members.
 - Help the group move on when a point has been adequately discussed.
 - Conclude the discussion by reviewing who will be responsible for what and when and what unfinished business items are to be held over.
 - Set the date, time and place for the next meeting.
3. The minutes of a meeting are the official record of the Board decisions voted on as motions. It is essential the minutes be as full and accurate as necessary to ensure there can be no question as to the intent and purpose of any motions.
4. Generally, the discussions that take place are not part of the minutes except when a member specifically requests that his or her views be entered upon record. The Secretary records accurate notes of the meeting and from these notes prepares the minutes.
5. The minutes of each meeting are headed with the type (regular or special), date, place and time. The following information is included:
- Names of the Board members present, absent with notice, and absent without notice;
 - Names of any other attendees;
 - Appropriate reporting of unattributed comments and information from the discussion to provide the context for both formal decisions and informal guidance provided to the Executive Director;
 - The text and voting results for motions (formal decisions) considered by the Board.

6. The following agenda format is suggested for regular meetings:

NWT Montessori Society
Board of Directors Regular Meeting Draft Agenda
Date/Location

1. Call to order (time, members present, absent with notice, absent without notice)
2. Approval of Agenda
3. Approval of Minutes
4. Tabling of correspondence
5. Executive Officer Reports
 - a) *Chairman* –
 - b) *Vice-Chairman* –
 - c) *Treasurer* –
 - d) *Secretary* –
6. Committee Reports
 - a)
 - b)...
7. Executive Director Report
8. Items of Business
 - a)
 - b) ...
9. Review of Action
10. Date, time, location of next regular Board Meeting
11. Adjournment