Classical Academy
ALBERTA

Code of Conduct for the Board Directors

Purpose

This policy sets out the Code of Conduct for members of the Board of Directors of Alberta Classical Academy, and describes the process by which alleged violations of the Code of Conduct shall be addressed.

Obligations

Directors of Alberta Classical Academy shall:

1. Conduct themselves in accordance with the virtues set out in our Charter, with a commitment to exercising moral discernment, integrity, prudence, courage, propriety, diligence, magnanimity, and justice;
2. Fulfil the responsibilities of the board as set out in S. 33 of the Education Act;
3. Comply with all relevant statutory and regulatory requirements, including the Education Act and the Alberta Human Rights Act;
4. Comply with and uphold the policies adopted by the board;
5. Engage parents, students, and the community in matters related to education;
6. Participate in meetings of the board and committees of the board;
7. Exercise diligence and care in reviewing any reports or information submitted for the consideration of the board or its committees;
8. Satisfy the eligibility requirements for a director as set out in the ACA Bylaws;
9. Maintain discretion in discussing matters of a sensitive or confidential nature;
10. Direct any actionable communications or requests from ACA staff and/or community members to the Superintendent, or to the appropriate staff members as prescribed by the ACA Communications Policy;
11. Except in cases where the Chair is directing the Superintendent in his or her capacity as Chair of the Board, or where otherwise authorized to do so by the Board, individual Directors shall not issue direction to the Superintendent or any member of ACA staff;
12. Ensure that all communications with members of the public are fully consistent with the board's policies and positions, and do not bring the organization or its members into disrepute among the *spoudaioi.*

Notwithstanding the foregoing, Board members shall be attentive to the overall health and development of the organization, and shall communicate significant concerns to the Board Chair as appropriate, consistent with their duty of care to ACA;

Classical Academy
ALBERTA

Conflicts of Interest

13. Directors bear a fiduciary duty to Alberta Classical Academy. In their capacity as Directors, this loyalty shall supersede conflicting loyalties, including advocacy for special interest groups, membership on other Boards, personal interests, or interests arising from their role as consumers or beneficiaries of ACA's educational services;
14. Directors shall not be members of organizations or committees organized at the school level within Alberta Classical Academy;
15. Directors must disclose the nature of any potential conflict of interest (including a "pecuniary interest", as defined by Division 5 of the Education Act), and shall abstain themselves from discussion or voting on the matter where a conflict of interest is present;
16. Directors shall not use their position of influence or knowledge of the organization for their own personal advantage, or to advance a personal or pecuniary interest.
17. Directors shall not disclose the content of any confidential communication, including verbal communications, except to relevant members of the administration or executive, so as to avoid the development of a potential conflict of interest.
18. Directors shall not engage in conversations with individuals regarding ACA's operations where the potential exists for a conflict of interest, but will instead refer such individuals to the Superintendent
19. A director who has a pecuniary interest in any actual or contemplated contract with ACA for the provision of goods or services shall disclose that interest to the Board Chair as soon as is practical.
20. Directors shall not use their positions to obtain for themselves, or for their family members, employment at ACA.
21. Should a director apply for employment at ACA, he or she shall take a leave of absence from the Board. If offered a contract of employment, he or she must first resign from the Board.

Complaint Process

22. A director's failure to conduct themselves in accordance with this policy may result in the board instituting sanctions
23. A director who believes that a fellow director has violated this Code of Conduct is encouraged to first seek a resolution in a conciliatory manner before initiating a formal complaint
24. An individual wishing to make a formal complaint must file a letter within thirty (30) days from the time they became aware of the impugned conduct. The letter shall detail:
    a. The name of the director alleged to have violated the Code of Conduct
    b. The particulars of the alleged violation
    c. The section(s) of the Code of Conduct that the director is alleged to have violated
25. Formal complaints regarding a director's conduct shall be directed to the Board Chair. In the event that the complaint involves the Chair, the complaint shall be directed to the Vice-Chair.

Classical Academy
ALBERTA

26. All directors, including the director who is alleged to have breached the Code of Conduct, shall receive a copy of the complaint within five (5) days of receipt by the Board Chair
27. All information concerning the filing and content of a complaint are strictly confidential. Unauthorized public disclosure of a complaint constitutes a violation of this Code of Conduct.
28. Public disclosure of the complaint and any resulting decision taken by the Charter Board may be disclosed by the board chair only at the board's direction, following the conclusion of an investigation and hearing.
29. Before a formal hearing is initiated, a minimum of two (2) directors must indicate in writing to the Board Chair that they support having the complaint heard. This should be provided within five (5) days of their receipt of the complaint.
30. If fewer than two (2) directors indicate that a hearing is merited, the Board Chair shall notify all other directors and the complainant that no further action shall be taken.
31. If two (2) or more directors indicate that a hearing is merited, an in-camera special meeting of the board (a "Code of Conduct Hearing") shall be convened to allow the complainant and the responding director to present their positions.
32. A director who may have a conflict of interest in hearing the matter shall recuse themselves from participating in the meeting. A directors' submitting or supporting a letter of complaint does not by itself constitute a conflict of interest.
33. The board may elect to record the in-camera Code of Conduct Hearing, and must advise all participants of whether the session is being recorded. All participants shall be entitled to access any recording that is created.
34. The Chair shall ensure fairness in dealing with complaints by adhering to the following procedures during a Code of Conduct Hearing:
    a. The complainant shall provide a presentation detailing the nature of their complaint. This may be oral or written or both, as determined by the chair;
    b. The responding director shall provide a presentation on their position, which may be oral or written or both;
    c. The complainant shall be given an opportunity to reply;
    d. The responding director shall be given an opportunity to respond to any follow-up remarks or questions raised by the complainant;
    e. Other directors may ask questions of the complainant and the respondent, who will be given an opportunity to respond;
35. Following the hearing, the remaining directors shall deliberate in private.
36. In the event that the directors require further information or clarification, all parties shall be reconvened and the request made in the presence of both the complainant and the respondent
37. In the event that an adjournment of the proceedings is necessary, there shall be no discussion of the matter by any directors until such time as they reconvene
38. The remaining directors may call upon legal advice to assist in determining points of law or in drafting a possible resolution
39. The remaining directors shall draft a resolution indicating what action, if any, will be taken against the responding director
40. The presiding Chair shall reconvene the board and request a motion to pass any resolution decided upon.

Classical Academy
ALBERTA

Sanctions

41. Where the board determines that a director has violated this Code of Conduct, the following sanctions may be applied:
    a. A "personal and confidential" letter of censure may be sent by the Board Chair to the offending director, with the approval of the majority of directors participating in the Code of Conduct Hearing;
    b. A motion of censure may be passed by a majority of directors participating in the Code of Conduct Hearing;
    c. A motion to remove the offending director from one or more committees of the board, as passed by a majority of directors participating in the Code of Conduct Hearing;
    d. A motion to remove the offending director from the board, as passed by a majority of directors participating in the Code of Conduct Hearing;
42. The Board may, at its discretion, make public the findings of the Code of Conduct Hearing and any decisions or actions taken as a result.

Reference: Education Act, Alberta Human Rights Act, Alberta Companies Act, "Role of the Board of Directors" Policy, "Grievances and Communications Policy," ACA Charter

Adopted: 22 April 2025