



CASS

College of Alberta
School Superintendents

College of Alberta School Superintendents

BYLAWS

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COLLEGE OF ALBERTA SCHOOL SUPERINTENDENTS ACT
Statutes of Alberta, 2021 Chapter C-18.8 Current as of January 1, 2023

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DEFINITIONS

1-0 In the Bylaws:

- (a) **“Act”** means the *College of Alberta School Superintendent’s Act*;
- (b) **“accreditation”** means the desired status of a member in good standing which confirms that the continuing education standards of the College have been and are being met;
- (c) **“administrator”** means (i) in respect of a matter relating to a superintendent,
 - (A) the chair of the school board or Francophone regional authority, as the case may be, if the superintendent is employed by a school board or Francophone regional authority, or
 - (B) the operator of a charter school, if the superintendent is employed by the operator of a charter school, and (ii) in respect of a matter relating to a regulated member, other than a superintendent, employed by a school board, Francophone regional authority or operator of a charter school, the superintendent appointed under the *Education Act* for the school board, Francophone regional authority or operator of the charter school, as the case may be;
- (d) **“annual general meeting”** means an annual meeting of the College’s regulated membership as described in Bylaw 1-26;
- (e) **“Board / Board of Directors”** means, pursuant to section 7 of the Act, the governing body of the College, each of whom are elected by the College, save the public member, who is appointed by the Minister;
- (f) **“Bylaws”** means the Bylaws of the College made under section 77 of the Act and as approved by the majority of regulated members;
- (g) **“certificate”** means a certificate as defined in the *Certification of Teachers and Teacher Leaders Regulation*;
- (h) **“charter school”** means a charter school as defined in the *Education Act*;

(i)	“chief deputy superintendent”	means the teacher leader employed as the chief deputy of a superintendent;
(j)	“chief executive officer”	means the chief executive officer or executive director of the College appointed under section 9(1) and as authorized in section 9(2) and 9(3);
(k)	“College”	means the College of Alberta School Superintendents established pursuant to the Act;
(l)	“committees”	means the board, zone, standing, and external stakeholder committees as defined in Bylaw 1-32 that support the Board of Directors in exercising its role as described in section 8 of the Act;
(m)	“complaint”	means a signed and written complaint made to the registrar that a regulated member is unskilled or incompetent in carrying out duties related to a leadership certificate or superintendent leadership certificate or regarding the unprofessional conduct of a regulated member
(n)	“conduct”	includes an act or omission;
(o)	“Continuing Education Program”	an object of the College and for its regulated members subject to the application of sections 5, 70, and 77(s) of the Act;
(p)	“director”	means a director on the Board of Directors;
(q)	“Executive Committee”	means the president, first vice president, second vice president, one board of director as selected by the Board, and Past President who are directed by the Board to represent the College from time to time;
(r)	“external standing committees”	means the committees that advance the cause of education in the public interest, involve the participation of additional educational partner organizations, or non-regulated affiliate members of the College per Bylaw 1-32;
(s)	“Francophone regional authority”	means a Francophone regional authority as defined in the <i>Education Act</i> ;
(t)	“internal standing committees”	means the committees that work exclusively to advance the College’s governance, operations, annual goals, and strategic interests that are deemed to be internal in nature per Bylaw 1-32;

(u)	“leadership certificate”	means a leadership certificate as defined in the <i>Certification of Teachers and Teacher Leaders Regulation</i> ;
(v)	“Leadership Quality Standard”	means the Leadership Quality Standard adopted by the Minister under section 18(2)(b) of the <i>Education Act</i> , as amended from time to time;
(w)	“member in good standing”	means an actively employed and certificated system education leader who has paid the required annual membership dues to the College and who has maintained accreditation within the Continuing Education Program;
(x)	“member not in good standing”	means a regulated member who has not maintained certification befitting employment or has not paid the required annual membership dues to the College or has not fulfilled the accreditation requirements of the College;
(y)	“Minister”	means the Minister determined under section 16 of the <i>Government Organization Act</i> as the Minister responsible for the Act;
(z)	“Ministry”	means the ministry for which the Minister is responsible under the Act;
(aa)	“non-regulated member”	means the non-regulated members described in Bylaw 1-9;
(bb)	“regulated member”	means an individual who holds regulated membership in the College subject to the provisions and privileges outlined in Bylaw 1-8 and the requirements of the Act;
(cc)	“register”	means the data base that verifies the names of all regulated members in good standing within the College and non-regulated members of the College;
(dd)	“registrar”	means the registrar of the College described in Bylaw 1-25(10);
(ee)	“registration certificate”	means a certificate issued upon becoming a regulated member throughout the duration of employment which verifies that the member has registration with the College;
(ff)	“school board”	means a board of trustees of a school division;

(gg)	“school division”	means a school division established under section 112 of the <i>Education Act</i> ;
(hh)	“superintendent or chief superintendent”	means a superintendent appointed by a school board, Francophone regional authority or operator of a charter school under the <i>Education Act</i> ;
(ii)	“Superintendent Leadership Certificate”	means a superintendent leadership certificate as defined in the <i>Certification of Teachers and Teacher Leaders Regulation</i> ;
(jj)	“Superintendent Leadership Quality Standard”	means the Superintendent Leadership Quality Standard adopted by the Minister under section 18(2)(b) of the <i>Education Act</i> , as amended from time to time;
(kk)	“system education leader”	means a classification of professional leadership in K– 12 education befitting a regulated member in good standing with the College;
(ll)	“table officers”	means the president, first vice president, second vice president, and past president of the Board;
(mm)	“teacher leader”	means a teacher leader as defined in the <i>Certification of Teachers and Teacher Leaders Regulation</i> ;
(nn)	“teaching certificate”	means a teaching certificate as defined in the <i>Certification of Teachers and Teacher Leaders Regulation</i> ;

PART 1 – PURPOSE AND ORGANIZATION

Section A – Foundational Statements

Vision, Mission, Values, and Objects of the College

- 1-1** Vision of the College: Leadership and System Excellence
- 1-2** Mission of the College: CASS supports building system leadership excellence to ensure optimal learning for all students.
- 1-3** The values of the college are correlated with its desired outcomes as follows:

Values	Objects
Students are first	<ul style="list-style-type: none">• We believe that the aims of education, educational leadership, and financial support for education must place student learning at the forefront of all decision making.
Promotion of the Public Interest	<ul style="list-style-type: none">• We increase public interest in the importance of education and public knowledge of the aims of education.• We improve the Teaching Profession and its leadership through professional practice.• We are dedicated to supporting educational leaders to improve public education.
Respect for the Individual member	<ul style="list-style-type: none">• Each regulated member has one vote.• We practice collegiality and networking to build a community of practice.
Trustworthiness	<ul style="list-style-type: none">• We build trust through transparency in our organization.• We provide a consistent message on behalf of CASS, speaking as if with a single voice.
Spirit of collaboration	<ul style="list-style-type: none">• We seek to involve appropriate educational partners or stakeholders in our processes.• We clearly define the purpose of each outreach at the outset to be collaborative or consultative.

	<ul style="list-style-type: none"> • We practice interdependency and strive to find mutual benefits in our efforts. • We cooperate with the Ministry and develop partnerships to support our work.
Learnedness – Respect For research and best practices	<ul style="list-style-type: none"> • We ensure that our positions are based on effective research and quality/defensible information. • We develop and implement continuing education programs and resources to improve the knowledge and skills of members. • We stress the life-long responsibility of our members to the <i>Code of Professional Conduct for Teachers and Teacher Leaders</i>. • We carry out research and publish materials designed to maintain and improve the competence of members.
Integrity	<ul style="list-style-type: none"> • We expect our members to practice their system education leadership in accordance with the <i>Code of Professional Conduct for Teachers and Teacher Leaders</i>.

1-4 Common Interests and Goals of Membership

The members of the College will further a collegial organization of system education leaders to meet broad common interests and goals. To demonstrate their professionalism, and bring greater specificity to the vision, mission, values, and principles of practice of the College, common interests and goals will include, but not be limited to, the following:

To serve the needs of public education by:

- (a) seeking to sustain improvement in student learning.
- (b) influencing the direction of education and making any representations that it considers requisite to promote a high quality of education.
- (c) working with the Ministry on issues affecting the learning needs of students.
- (d) promoting how public education contributes to the development of community and society.
- (e) generating partnerships in support of public education.

To serve the public interest by:

- (a) fostering ethical behaviour and professional conduct of its membership.
- (b) supporting its regulated members to optimize practice in system education leadership in accordance with the Alberta Leadership Standards.
- (c) contributing to the consideration of educational issues through the development and communication of learned positions with membership and the Ministry.

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- (d) governing the operations of the Alberta Regional Professional Development Consortia to ensure that professional learning supports the business plan of the Government of Alberta and the needs of school authorities throughout the province.

To serve the needs of its members by:

- (a) promoting and upholding professional standards of performance for system education leaders.
- (b) supporting high standards of professionalism, skills and knowledge in all matters relating to the profession of system education leader.
- (c) providing and organizing a continuing competence program, which will assist its regulated members with optimizing competence and enhancing the provision of professional services.
- (d) creating an environment that sustains strong collegial networks thereby developing a sense of community amongst its membership.
- (e) providing information to its membership regarding contracts of employment, compensation, and professional or personal supports as required.

1-5 Restrictions on the College

- (1) No action taken by the College shall limit the authority of the Chief Superintendent's employer under the *Education Act* and the Chief Superintendent's contract of employment.
- (2) The College shall not negotiate employment agreements, including compensation, on behalf of any or all of its regulated or non-regulated members.

1-6 Belief Statements of the College

The College of Alberta School Superintendents has established belief statements to assure that the vision, mission, values, and common goals of its members may be made applicable to emerging matters impacting education. These statements have also been developed with consideration for how CASS furthers effectiveness in three basic roles:

- applying regulatory authority with its membership with respect to the accreditation of system education leaders who annually engage in the College's Continuing Education Program;
- serving as a learned body of system educational leaders who are ready to offer expertise to other educational partners and Alberta Education;
- influencing through collaborative advocacy, decision making at the Ministerial level that will enhance the effectiveness of school authorities, school system leadership, teachers, and learning outcomes for students.

The belief statements of the College are categorized as follows:

- (a) Leadership and Governance

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- (b) Finance
 - (c) Education Program
 - (d) Personnel/Certification

Leadership and Governance

- The Board of Directors, on behalf of the College plays an important role in working with and in being responsive to requests from the Ministry and all educational stakeholder partners.
- Local zones play an important role in communicating topics of interest for advocacy or resolution by the CASS Board of Directors.
- The LQS and SLQS are essential documents in informing how governance and operations are complementary in achieving student success.
- Effective leadership requires the delineation between administration and governance.
- Evidence and research must guide decision making within a relationship-focused dynamic between educational partners.
- CASS has a necessary role in furthering the continuing education needs of its members.
- CASS is uniquely placed in providing system leadership-focused feedback and support to Alberta Education and other educational partners on educational issues.
- Authority within the education system is a shared responsibility of the province and locally elected school boards, and the College recognizes the importance of local board autonomy.

Finance

- Methods and procedures for financing education should promote the exercise of local autonomy of school jurisdictions, providing flexibility according to board educational priorities, and with a preference for general rather than categorical grant structures.
- Jurisdictional funding must be linked to student enrollment and identified needs, rather than achievement outcomes.
- Federal taxing power should be used to guarantee high quality education to all Canadian youth, prioritizing First Nation, Métis, and Inuit students.
- Financial resourcing should enhance a sound educational program that allows for appropriate programming support, enrichment, and extension according to the needs of the student.
- Alberta Education should set standards for school authorities and First Nation, Métis, and Inuit authorities to monitor success in relation to Education Service Agreements (ESAs).

Education Program

- All children and youth are entitled to an educational program designed to meet their abilities, needs, and interests.

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- The Teaching Quality Standard (TQS), the Leadership Quality Standard (LQS), and the Superintendent Leadership Quality Standard (SLQS) are essential foundational documents dedicated to professional practice. These documents provide a reflective framework for professional learning and standards that must be met in the public interest. Collectively, these standards are pathways to teaching and leadership excellence that are dedicated to supporting continuing education intended to ensure optimal student learning.
 - CASS should support the Ministry in the development of high-quality curriculum, instruction, and assessment.
 - The Ministry should create a framework for learning that would facilitate the transition of students into rewarding and fulfilling futures.

Personnel/Certification

- Certification should be the basis through which teaching, principals, teacher leaders, and superintendents are professionally regulated.
- School boards must collaboratively work with post-secondary institutions in the development of teacher education, practicum, and leadership formation programs that are needed within the province.
- The regulated status of principals within the *Teaching Profession Act* is essential in furthering the goals of education for school authorities.

Section B - Membership

1-7 Compulsory Regulated Membership

Provisions for compulsory regulated membership is based upon Section 17(1) of the CASS Act. All employees who meet the criteria within this legislation shall pursue regulated membership within the College.

1-8 Regulated Member

(1) An employee serving as a system education leader in one of the following positions is conditional on the employee being a regulated member of the College:

1-8-1.1 a superintendent

1-8-1.2 a chief deputy superintendent

1-8-1.3 a teacher leader who

- (i) is employed by a school board or Francophone regional authority, and
- (ii) makes the required election.

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- (2) Membership as a regulated member within the College is conditional upon the system education leader as previously defined, being in possession of the appropriate leadership certificate (SLQS – for superintendents; LQS for all other teacher leaders).
 - (3) An individual ceases to be a regulated member of the College effective the date of expiry or termination of the employment contract and the individual shall forthwith notify the College of the expiry or termination of the employment contract.
 - (4) An individual employed as system leader who qualifies to be a regulated member ceases to be a regulated member if the individual's membership is cancelled or suspended subject to the provisions of the CASS Bylaws. In such circumstances, the College shall notify the administrator of the school board, Francophone regional authority, or operator of a charter school that employs the individual that the individual has ceased to be a regulated member.
 - (5) A regulated member in good standing receives the privileges of furthering the mission, vision, values, and objects of the College, participating within the College's Continuing Education Program, and within all aspects of meeting agendas at the zone and provincial level; including voting on all matters deliberated upon by the regulated membership according to the strategic interests of the local zone and the provincial body of regulated members. A regulated member in good standing is eligible to represent the College or be appointed to College committees that may be established from time to time. A regulated member with the College is otherwise known as a "system education leader."
 - (6) A regulated member who is seconded to a position external to a school authority employment shall maintain regulated membership and be a member in good standing throughout the duration of the secondment.
 - (7) A regulated member who is on medical leave shall not be required to pay dues or participate in professional learning further to the Continuing Education Program of the College.

1-9 Non-Regulated Member

- (1) Non-Regulated members are categorized as follows:
 - (a) Associate Member;
 - (b) Affiliate Member;
 - (c) Life Member;
 - (d) Honourary Life Member;and do not, except as expressly stated in these Bylaws, receive the privileges of regulated members.
- (2) An individual is eligible to be registered as an associate member who:
 - (a) subject to the recommendation of membership by the superintendent, remains within the teachers' collective agreement but works on behalf of the jurisdiction from its central office;
- (3) Associate members are eligible to receive newsletters provided by the College to its members and to participate within specific professional development opportunities at rates

established by the College from time to time.

- (4) An *affiliate member* is not associated with any regulatory and certification requirements related to Alberta's provincial teaching and system education leadership professions who is:
- (a) an academic member of a university faculty;
 - (b) an employee of Alberta Education in a senior supervisory or consultative position;
 - (c) a member of the Saskatchewan League of Educational Administrators, Directors, and Superintendents;
 - (d) a member of the British Columbia School Superintendents Association;
 - (e) an education administrator from the Yukon, Northwest Territories or Nunavut;
 - (f) an executive director or director with the Alberta Regional Professional Development Consortia.
 - (g) a Superintendent, Director of Education, or any other employee holding a system leadership position from First Nation school authorities.
 - i. Section 77 of the Act empowers the Board of Directors to make Bylaws not inconsistent with the Act, which allows for an affiliate member to be a director of the Board. Therefore, the Board has determined that a director of the Board will be a Superintendent or a Director of Education of a First Nation authority.
 - ii. An affiliate member who, subject to Bylaw provisions, is also a member of the Board of Directors, is afforded the same voting privileges and responsibilities as other Board directors.
 - (h) an educational administrator from International Schools accredited or seeking accreditation with Alberta Education; or
 - (i) an individual who does not possess a teaching certificate but holds a leadership position in a public, separate, Francophone or charter school authority in Alberta.
- (5) Affiliate members are eligible to receive newsletters provided by the College to its members and to participate within select professional development opportunities at rates established by the college from time to time.
- (6) A *life member*:
- (a) is a former regulated member who was a member in good standing for a minimum of five (5) years;
 - (b) may attend all College meetings or functions as a guest of the College and shall be exempt from payment of the annual membership fee.
- (7) Life members who return to active service in positions which make them eligible for regulated membership shall be required to pay all dues and fees of the College during the terms of such service.
- (8) An *honourary life member* is not eligible for regulated membership.
- (a) An honourary life membership may be granted by the Board to a deserving retired or

retiring individual with less than five (5) years of membership in the College or to a non-member recognized for distinctive service.

- (b) Nomination for an honorary life membership may be initiated by a zone or by the Board prior to March 1 of the year in which the honorary life membership is to be bestowed.
 - (c) An honorary life member shall enjoy all of the privileges extended to a life member.
 - (d) An honorary life member may at the request of the Board, provide service to the College at the pleasure of the Board in a consulting or advisory services.
- (9) Any individual who serves as a trustee, governor, or member of council for school authorities of any kind in Alberta is not eligible to become a member within any of the College's membership categories.

1-10 Member in Good Standing

A member in good standing refers to a regulated member who:

- (a) has paid annual dues on or before October 31 of each fiscal year.
- (b) has met the annual Continuing Education Program (CEP) requirements of the College and therefore has maintained accreditation status.
- (c) is not in default of any obligation or requirement of the College.

1-11 Member not in Good Standing

A member not in good standing describes an individual who has not met the criteria for being a member in good standing or if applicable, has not made efforts to remedy lapses in meeting the criteria of the College when instructed to do so.

1-12 Right to Title

Any regulated member in good standing shall have that individual's name entered into the register of the College and has the right to title of "system education leader."

1-13 Application for Memberships

The College shall, as soon as reasonably possible on receipt of an application for registration as a member, give notice to the applicant that the application has been received, whether it is complete and, if it is not complete, how it is to be completed.

1-14 Registration Certificate

- (1) On entering the name of an individual in the register, the College shall issue a registration certificate in the form of a membership identification card to that individual.

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- (2) A registration certificate shall include:
 - (a) the full name of the member;
 - (b) the member's unique registration number;
 - (c) a statement that the registration certificate is issued by the College;
 - (d) any conditions imposed on the member's registration certificate;
 - (e) the category of membership;
 - (3) A member shall:
 - (a) display the individual's registration certificate where the member provides professional services; or
 - (b) on request, make the registration certificate available for inspection.

1-15 Cancellation of Registration Certificate

The Chief Executive Officer may cancel or suspend the registration and registration certificate of a regulated member if:

- (a) a complete application for a registration certificate is not received by the College subject to the timeline provisions within Section 16 of the Act;
- (b) the regulated member ceases to be a member in good standing with the College.

1-16 Return of Cancelled Registration Certificate

If the registration certificate of a regulated member is cancelled, that individual shall, on request, return the registration certificate to the Registrar and cease to use the title of system education leader while conducting employment practices.

1-17 Notification of Cancelled Registration Certificate

- (1) An individual ceases to be a regulated member of the College effective the date of expiry or termination of the employment contract or upon the teaching certificate, leadership certificate, or superintendent leadership certificate of the individual is being cancelled or suspended. Under either circumstance, the affected individual shall inform the Chief Executive Officer, and the individual's registration and registration certificate with the College will be cancelled.
- (2) When a regulated member's registration with the College is cancelled, except for the reason being termination of employment, the Chief Executive Officer shall forthwith notify the regulated member's employer of the cancellation and circumstances contributing to the cancellation, and if applicable, outline reinstatement conditions.

1-18 Reinstatement

- (1) If a registration certificate is cancelled because the membership fee or a penalty, cost, fee,

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- levy or assessment is not paid, the Chief Executive Officer may, on its payment, issue or reissue the registration certificate and reinstate the registration.
- (2) Subject to Bylaw 1-19(1), a regulated member whose registration certificate is cancelled shall need to apply for the registration certificate to be reinstated.
 - (3) To maintain membership, members shall participate annually in continuous professional development as determined by the College's Continuing Education Program (CEP).

Section C – Governance

1-19 Board of Directors Criteria and Composition

- (1) The Board of Directors shall be comprised of 10 voting members and one voting public member who shall be appointed by the Minister. The Board of Directors will not exceed 11 voting members.
- (2) Five of the voting members shall be zone directors who are elected by the regulated membership from within each of five geographic zones (Zone 1, Zone 2/3, Zone 4, Zone 5, and Zone 6).
- (3) Three of the voting members on the Board shall represent each of the following diverse representation constituencies within the College: Francophone Boards, Indigenous Authorities, and Metro Boards. The school authorities representing these constituencies shall determine the criteria for selecting each of these directors.
- (4) The president is annually elected by the general membership at the annual general meeting and is promoted to this position through succession planning as a result of assuming the role of the first vice president in the previous year.
- (5) The first vice president is annually elected by the general membership at the annual general meeting and is promoted to this position through succession planning as a result of assuming the role of the second vice president in the previous year.
- (6) The second vice president is annually appointed by the Board according to a rotation in 2022. A rotation due to attrition will be determined at the discretion of the Board.
- (7) Specifically, whoever is elected as a zone director within the year previously designated, shall also serve as the second vice president.
- (8) The past president shall have served as the president in the previous year and is designated as a non-voting representative on the Board.
- (9) The president, first vice president, second vice president, and past president will serve as Table Officers for the Board.
- (10) The Table Officers shall comprise four of the five members of the Executive Committee

1-20 Election of Table Officers

- (1) The past president is not elected and non-contested.
- (2) The first vice president becomes a nominee for president and the second vice president

will be appointed per Bylaw 1-19(6).

- (3) Notwithstanding the succession planning of the Table Officers as specified in Bylaw 1-19, the president and the first vice president may be contested with nominations from the floor at the annual general meeting.

1-21 Roles of Table Officers

- (1) The president shall be elected at the annual general meeting for a term of one year.
- (2) The president may serve a second term at the discretion of the Board.
- (3) The president shall preside at every annual, special, or executive meeting of the College.
- (4) The past president is a member of the executive, a table officer, and serves on the College's committees.
- (5) The past president advises the Board in assisting with governance continuity needs.
- (6) The first vice president shall preside at meetings of the College at which the president is absent, and the second vice president shall preside if the president and first vice president are absent.

1-22 Role of Board of Directors

The Board of Directors must perform the duties and exercise the powers determined by the Act, Bylaws, policies, meeting protocols, Board resolutions, and Board committees.

1-23 Duties of the Board of Directors

- (1) Between regular meetings of the Board, the College shall be represented by the Executive Committee as per the delegated authority described in Schedule A.
- (2) The Board shall officially take office on July 1 following the spring annual general meeting and continue in office to June 30 of the following year.
- (3) Quorum of the Board, which determines the minimum number of directors that may deliberate on Board decisions shall be six voting members.
- (4) The Board shall meet at the call of the president.
- (5) The Board shall conduct the business and affairs of the College and exercise the powers of the College in the name of and on behalf of the College.
- (6) Bylaws shall be the primary mechanism for determining the business, affairs, and powers of the Board.
- (7) The Board may establish policies to guide its governance responsibilities.
- (8) Subject to the provisions of the Act, the Board has the power to take any measure it considers necessary in order to give effect to any policy or Bylaw adopted by the College with respect to any question or matter directly or indirectly affecting the profession of system education leaders.
- (9) Without restricting the application of Bylaw 1-23(8), specific powers are stated as

follows:

- (a) appointing an individual as an honorary member of the College;
 - (b) establishing committees and their powers and duties, and providing for appointments to them;
 - (c) conferring through terms of reference, as outlined in Bylaw schedules, any powers conducted by one of the Board's internal or external standing committees;
 - (d) appointing delegates and representatives to appear on behalf of and represent the College;
 - (e) providing for the reporting of legal decisions;
 - (f) establishing and maintaining resources for the use of members of the College;
 - (g) providing for the publication of members of the College;
 - (h) taking any action and incurring any expenses the Board considers necessary for the promotion, protection, interest or welfare of the College;
 - (i) defining, approving, and implementing the College's Continuing Education Program (CEP) requirements for all regulated members;
 - (j) carrying out the activities of the College and governing its members in a manner that protects and serves the public interest;
 - (k) regulating the registration requirements of its members, determining membership categories, responsibilities and limitations placed on membership categories, and the completion of annual continuing education requirements;
 - (l) determining the duties, responsibilities, and remuneration of the employees of the College.
- (10) The Board shall appoint a replacement should a vacancy occur during the term of office of any of the following: president, past president, or vice presidents.
 - (11) The zone director and the Executive Committee of the Board shall not receive remuneration for their services.
 - (12) The Board shall appoint an auditor to provide an annual audit of the finances, books and records of the College and shall present an audited financial statement of the previous year's operations to the membership at the annual general meeting.
 - (13) The Board shall submit annually to the Minister an annual report that contains information requested by the Minister.
 - (14) A member of the Board may resign by delivering a written notice of his/her resignation to the College and such resignation shall be effective upon the date of receipt of such notice by the College or, if a time is specified in such resignation, at the time so specified, whichever is later.

1-24 Role of Chief Executive Officer

- (1) The Chief Executive Officer is the Executive Director of the College.
- (2) The Chief Executive Officer shall be appointed by the Board.
- (3) The Chief Executive Officer must possess the academic and experiential qualifications of a regulated member.

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- (4) The Chief Executive Officer shall be responsible for the preparation and custody of the minutes of all annual, special, and Board meetings of the College, and shall make available the minutes of all meetings to the general membership of the College and shall provide copies of the minutes to members, upon request.
 - (5) The Chief Executive Officer shall be in charge of all books and records of the College which shall be located in the offices of the College.
 - (6) The Chief Executive Officer shall develop and implement administrative procedures that formalize the operations of the College.
 - (7) The Chief Executive Officer shall have custody of the seal of the College and determine its use.
 - (8) The Chief Executive Officer shall keep the Board informed of any membership issues.
 - (9) The Chief Executive Officer shall be a non-voting, ex-officio member of the Board.
 - (10) The Chief Executive Officer shall serve as the registrar for the College and shall:
 - (a) keep at the head office, a register in which shall be entered the name and address of every member of the College, including the business address of that individual and which shall indicate whether the member is or is not in good standing;
 - (b) maintain and permit during regular office hours any member of the public to inspect, without fee, a list of all the members in good standing;
 - (c) provide for the implementation of the College's Continuing Education Program (CEP) for all regulated members, audit member compliance with the plan, and assure the required participation outcomes of each regulated member;
 - (d) protect the integrity of accreditation standards that are established in the public interest through establishing non-compliance sanctions.
 - (11) No action lies or shall be instituted against the Chief Executive Officer in respect of anything done by the Chief Executive Officer in good faith to pursue the desired outcomes of the Bylaws of the College.

1-25 Board of Directors Meetings and Annual General Meeting

- (1) The Board shall meet as a quorum of voting members for the purpose of implementing its governance role, annual goals, and strategic plan once monthly from September to June each year and otherwise as determined by the president.
- (2) The meeting dates shall be formalized no later than the first meeting in September.
- (3) The president shall call to question of the Board, the suitability of a director's service to the Board if three consecutive monthly meetings are not attended by the director.
- (4) A non-public member director shall be automatically removed as a director after missing four consecutive meetings. The president shall petition the Minister to remove a public member director who has missed four consecutive meetings.
- (5) The Board shall ensure that internal standing committee meetings are organized between September and June for the following committees:
 - (a) Executive;
 - (b) Governance and Nominating;

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- (c) Audit and Risk Management;
 - (d) Zone Meetings.
- (6) On behalf of the regulated membership, the Board shall:
- (a) implement an annual general meeting in conjunction with the annual fall conference for the purpose of:
 - (i) approving the annual financial report and audit;
 - (ii) approving Bylaws or their amendments as required;
 - (iii) reviewing the annual report for submission to the Minister; and
 - (b) implement an annual general meeting in conjunction with the annual spring conference prior to June 30th for the purpose of:
 - (a) the election of president, first vice president, and second vice president;
 - (ii) approving Bylaws or their amendments as required.
- (7) At least 30 days' written notice, by mail or electronic means as determined by the Board, of the date and place of the annual general meeting and other organizational meetings shall be given to each regulated member.
- (8) A quorum at the annual general meeting shall be 50 individual members.

1-26 Voting at Annual and Organizational Meetings

- (1) With the exception of Bylaws, every resolution or motion shall be decided by a majority of the votes of the members of the College that are present.
- (2) Every resolution shall be decided in the first instance by a show of hands unless a poll is demanded by a member.
- (3) Upon a show of hands, every member having voting rights shall have one (1) vote and the presiding chairperson, which in most cases, the president, shall declare that a motion or resolution has been carried or not carried. An entry in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such resolution or motion.
- (4) Resolutions passed at a meeting of the College shall not be binding on the Board but shall be considered by the Board at its next meeting.

1-27 Amendments of Bylaws

Bylaws may be added, altered, or rescinded through a special resolution passed at an annual or special general meeting of the College by receiving the support of seventy five percent of those members present at the meeting.

1-28 Operating Procedures of the College

- (1) Robert's Rules of Order shall govern the conduct of each meeting unless otherwise noted in these Bylaws.

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- (2) The College shall have borrowing powers, solely for the purpose of sustaining its operations, as confirmed by Board resolution.
 - (3) The books and records of the College may be inspected during office hours by regulated members at the office of the College.
 - (4) The operational year of the College, which includes the determination of the fiscal year, shall be from July 1 to June 30.
 - (5) Gifts and other purchased tokens of appreciation at all meetings of the College shall be at the discretion of the Chief Executive Officer, with consideration given to the parameters of the annual budget.
 - (6) Delegates representing the College at conferences, meetings or functions whose attendance is approved by the Chief Executive Officer, will be reimbursed their necessary expenses.
 - (7) Recommended Bylaws and their amendments must be in the hands of the Board no later than thirty days before the meeting to facilitate preparation on behalf of the membership.
 - (8) Emergent resolutions may be accepted for debate at any annual or special general meeting, if agreed to by a two thirds majority of members present.
 - (9) Members whose retirement is known by the College by the end of January will be honoured at a retirement banquet held in conjunction with the spring annual learning conference of the same year.
 - (10) Belief statements shall be reviewed within five years of acceptance by the membership. If they are not reaffirmed within this time period, they will be deleted and no longer considered to be applicable to guiding the College in its decisions.

1-29 Records Retention

The College must keep, for at least seven (7) years:

- (a) records of completed registrations, applications, and reviews;
- (b) legally binding agreements or obligations impacting the operations of the College; and
- (c) any other records or documents directed by the Board.

1-30 Service of Documents

- (1) When the College is required or permitted to serve notice or a document on any individual, the document or notice is sufficiently served if it is served personally on that individual or sent to that individual by registered mail, email or courier at the address last shown for that individual on the records of the association.
- (2) If a notice or document is sent to an individual by registered mail then it is deemed to have been received on the 5th day after it is mailed. If a notice or document is couriered to an individual, it is deemed to be received on the date it was delivered by the courier. If a notice or document is sent by email it is deemed to be received on the date of emailing.

1-31 Standing Committees (Internal and External)

- (1) Standing Committees are deemed to be the permanent committees of the Board that meet regularly.
- (2) Standing Committees that work exclusively to advance the College's governance, operations, annual goals, and strategic interests that are deemed to be internal in nature and are the following:
 - (a) Executive Committee;
 - (b) Governance and Nominations Committee;
 - (c) Audit and Risk Management Committee;
 - (d) Zone Committees.
- (3) Each Internal Standing Committee of the College shall conduct business according to the terms of reference established through a Board policy that is applicable to its unique mandate.
- (4) External Standing Committees refer to those committees that advance the cause of education in the public interest, involve the participation of additional educational partner organizations, or non-regulated affiliate members of the College and include the College with interest in seeking its learned perspective on matters unique to the mandate of these committees. The College's representatives are expected to apply the vision, mission, values, objects of the College, as well as its belief statements in furthering the outcomes of external standing committees. Typically, the Executive Committee of the Board, the Chief Executive Officer, or appointed regulated members of the College participate within these committees.
- (5) Each External Standing Committee of the College will create a terms of reference established through a Board policy to assist representatives of the College in their participation and to inform the Board and membership of the progress of these committees.
- (6) The Board must make the decision to continue, discontinue, or add external standing committees by resolution as required.
- (7) The Board shall appoint and may remove, in its sole discretion, members of Standing Committees.

1-32 External Stakeholder Meetings

- (1) The College may appoint regulated members to act on advisory and other committees of the Ministry and on similar committees of other organizations as a means of influencing decisions which affect education in the province.
- (2) Those members who serve on external stakeholder meetings will adhere to the terms of reference for such work as outlined in the Board policy.
- (3) When a request is made of the Chief Executive Officer or president to address a matter arising in the Ministry that addresses a topic of immediate interest or time sensitive nature,

the Executive Committee of the Board shall determine how to respond to the request.

1-33 Election of Zone Directors

- (1) The five zones of the College will be coterminous with the zone structure for member Boards as defined by the Alberta School Boards Association effective September 1, 1997.
- (2) The College Zones will be named as follows: North (Zone 1), North Central (Zone 2/3), Central (Zone 4), South Central (Zone 5), and South (Zone 6).
- (3) Each zone shall appoint a zone director to serve a two-year term. In the event that a vacancy occurs during the term of a zone director, the zone in which the vacancy occurs shall appoint an interim zone director for the remainder of the term.
- (4) The zone directors may serve additional terms when successors for the role are not available. If a successor has been identified, but it is that zone's designated year to elect an individual to serve as Second Vice-President/Zone Director, the incumbent Zone Director may seek re-election for an additional term. The election process in such a case shall follow the procedure outlined in the Zone Committees Terms of Reference to determine the zone's representative through a fair and transparent vote among members present at the zone committee meeting.
- (5) The names of the zone directors who will serve on the Board during the succeeding operational year shall be submitted to the Chief Executive Officer by June 30th of the current year or as required should a vacancy occur.
- (6) Subject to Bylaw 1-20, the second vice president will also be the zone director for the zone in which the vice president serves as a system education leader.

1-34 Role of Zone Directors

- (1) The zone director is appointed by the members of the zone to represent them on the Board of the College.
- (2) While zone directors represent the interests of their zones, and may share these perspectives with the Board, zone directors ultimately make decisions in the best interest of the College as a whole.
- (3) When members of the zone meet with the zone director present, the meeting is considered to function as an internal standing committee of the Board. This represents the need for the zone director to support the decision-making process of the College and ensure that effective two-way communication occurs between the Board and regulated members at the zone level. As such, the zone director will be guided by the responsibilities and duties outlined as follows:
 - (a) bring zone resolutions to the Board for further consideration;
 - (b) attend each meeting of the Board;
 - (c) engage in ongoing communications with the Board per Bylaw 1-35 to ensure that the goals of the zone committees are being addressed;
 - (d) act, when appointed by the Board, as a member on any committee of the Board;

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- (e) carry out effective liaison with the partners in education at the zone level for the purpose of furthering the cause of public education and the belief statements of the College at the zone and provincial levels;
 - (f) participate in the development of position papers, resolutions, and policy formulation at the zone and provincial levels to assist with the decision-making process at the executive level of the College;
 - (g) attend their respective zone meeting and be on the agenda for the purpose of conducting the business of the College;
 - (h) report to the zone meeting on the proceedings of each Board meeting with the emphasis on providing background information and reasons for Board decisions;
 - (i) assist in the preparation of the agenda for each zone meeting to ensure that the necessary business of the College is brought to the membership;
 - (j) be alert to the need to provide counsel and assistance to members at the zone level and confirm or reiterate the terms of reference for zone meetings, and the appropriate scope of decisions made by the College per its Bylaws;
 - (k) assist with making new regulated members of the College feel welcomed by introducing them at the zone level;
 - (l) assist the Chief Executive Officer and the zone chair with establishing an up-to-date zone register of regulated members and assuring that only regulated members participate with the business of the zone, subject to the terms of reference for zone meetings in Schedule A;
 - (m) inform the president or Chief Executive Officer of the illness or death of a member or of someone in the member's immediate family.

1-35 Board and Zone Communication Protocols

- (1) The zone directors are the key contact people within each zone as outlined in Bylaw 1-34. These are the individuals who the zone members should be contacting with respect to emergent recommendations, concerns or issues. The zone directors also have a critical role with respect to:
 - (a) sharing emergent zone recommendations, concerns or issues with the Board that are adopted by zone resolution and formalized in writing to the Board.
 - (b) participating as a member of the Board with decisions that the Board makes relevant to concerns or issues that are presented, respecting the decision of the Board, and communicating such decisions back to the zone's regulated membership.
 - (c) informing the president immediately of any controversy or matter developing in the zone which may have important implications for the College.
 - (d) assisting with locating members who are qualified and willing to act as representatives of the College on committees or to undertake other special assignments as representatives of the College.
 - (e) keeping the Board well-informed on the activities of the zone, decisions that have been made, and the input provided by the zone at its meetings.

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- (f) providing guidance to the zone executive to ensure that zone appointments for the next operational year of the College are made prior to, or earlier than, June 1, with these to include the zone director and as required, continuation of representatives on external stakeholder committees.
- (2) The formal process through which zone recommendations, concerns or issues should be addressed, shall involve resolutions adopted by a majority vote of regulated members supporting a recommendation, concern or issue, which will be followed by submitting the resolution with an accompanying rationale in writing, directly to the Board through the zone director.
 - (3) The Board may respond to the resolution with a new and independent motion that addresses a different course of action that is consistent with the Bylaws and is supportive of protocols that are currently in place in communicating with external stakeholders.
 - (4) Notwithstanding Bylaw 1-35(1,2), the Board through the zone director shall communicate to the zone the outcome of the deliberation by the Board including, to the extent possible, the reason for the course of action taken.
 - (5) The Board will deliberate upon its response to the issue with the following considerations guiding its decision:
 - (a) Is the recommendation, concern or issue reflective of interests of all zones, as determined by consultation with representatives of all zones through the role of the zone director?
 - (b) Is the recommendation, concern or issue one which should be sent out to all of the regulated membership through the zone directors in order to gather further detailed information or to gain consensus for formalizing a position for the College?
 - (c) Is the recommendation, concern or issue a single zone matter?
 - (6) Further to the Act, no decision of the Board shall preclude individual members of the College from contacting Ministry representatives directly regarding matters which are uniquely concerning to a regulated member's jurisdiction and are in opposition to a College zone or provincial position. Individual members of the College who take such action shall be explicit in communicating that the position being presented does not represent the position of the College.
 - (7) The Board will maintain a close working relationship with the Minister, Deputy Minister, and their respective executive teams in order to ensure that the College is able to inform and influence strategic planning and decisions.
 - (8) Through conducting its duties, the Board may adopt belief statements on matters which arise between general meetings and shall submit these for ratification at the next annual general meeting.
 - (9) In order to facilitate improved and frequent communication between the five zones of the College and the Board, the Board will meet on a monthly basis between September and June, either face-to-face or by virtual means throughout the school year.

1-36 Fees

- (1) The Board shall establish fees, costs, levies and/or assessments for the following:
 - (a) application fee;
 - (b) administration fees;
 - (c) registration fees or any other fees payable by regulated members and non-regulated members;
 - (d) fees for reviews or appeals of any decisions;
 - (e) administration support services;
 - (f) reinstatement fees;
 - (g) any other fees payable by regulated and/or non-regulated members, including late fees;
 - (h) fees payable by any third-party or non-member as deemed necessary by the Board.
- (2) The Board may, acting reasonably and upon deliberations with College administration, assess or levy an emergency cost, fee, levy or assessment from the members, to address a financial emergency that is before the College which fundamentally affects the ability of the College to carry out its required duties.

1-37 Removal of Regulated Member of Board

Pursuant to a resolution made by a director, a Regulated Member director may be removed from the Board by a two-thirds majority vote of the other members of the Board after the affected Regulated Member director is provided with not less than thirty (30) days written notice of the removal resolution. The said resolution may be voted on by the other members of the Board in person, by telephone conference call, virtually or by email as set out in the removal resolution.

1-38 Meetings of Board

- (1) Regular Meetings of the Board
 - (a) Meetings of the Board will be held at least eight (8) times per year on the dates, times and locations determined by the President, who will act reasonably in this regard. Notice of the date, time, and location of each Board meeting will be provided to each Board Member not less than thirty (30) days prior to the scheduled meeting. The Board may, at the Board's discretion, allow Board Members to participate in Board meetings by electronic means such as, but not limited to, teleconference or video messaging.
 - (b) Notice of regular Board meetings will be published on the College website not less than forty-five (45) days prior to each Board meeting.
- (2) Special Meetings of the Board

Special meetings of the Board may be called by the President or any three (3) Regulated Board Members providing not less than seven (7) days written notice (including by email) to the other Board Members. The notice of meeting must include reasons for the meeting and an agenda for the

meeting. All special meetings of the Board will be held at the College's head office or at a location determined by the President, acting reasonably. Only the matters in the notice of meeting will be considered at a special meeting.

1-39 Special and Ad Hoc Committees and Working Groups

Notwithstanding anything to the contrary in these Bylaws, the Board may appoint Special or Ad Hoc Committees or Working Groups as it considers necessary to assist with the work of the College.

1-40 Amendment of Bylaws – Emergency Circumstances

Notwithstanding anything to the contrary in the Bylaws, the Board may temporarily suspend and/or amend portions of the Bylaws during an internal or external disaster, a public health emergency, a state of emergency, or similar event to ensure efficient functioning of the College provided:

- (a) A Board motion lists specific Bylaw suspensions and/or amendments and the number of days of the suspensions or amendments are in effect, is approved by simple majority vote of the Board;
- (b) The motion specifies the number of days the suspension or amendment is in effect, not to exceed 120 days.

PART 2 – UPHOLDING THE PUBLIC INTEREST

2-1 Implementing the Continuing Education Program

- (1) The establishment of the College's Continuing Education Program (CEP) shall fulfill the College's responsibility as defined in the Act to ensure that the profession of system education leaders in K-12 education is regulated and meets established accreditation standards.
- (2) The Continuing Education Program (CEP) for the College is intended to support regulated members in meeting the Leadership Quality Standard or Superintendent Leadership Quality Standard.
- (3) The College shall establish the requirements to achieve subsection (1) and (2) by September 1, 2024.
- (4) The Continuing Education Program (CEP) framework as prescribed in Schedule B will be approved by the Board on an annual basis.

2-2 Access to Conduct and Competency Complaint Protocol

When requested by members of the public, the Chief Executive Officer shall communicate how allegations regarding professional conduct or competency are addressed by the Ministry.

SCHEDULE A - Terms of Reference for Board Internal Standing Committees

Executive Committee Terms of Reference

1. Authority

Pursuant to Bylaw 1-23(9)(c), the Executive Committee may exercise all the powers and authority of the Board of Directors during intervals between meetings of the Board, except for the following matters of consideration:

- the approval of changes to operating budget of the College;
- the amendment of existing Bylaws or policies;
- making decisions that add or dissolve required commitments to the general membership;
- any matter pertaining to the requirements of the Board as specified in the *CASS Act*;
- the election or removal of Board members;
- any intervention to the employment or employment expectations of the Chief Executive Officer except for those matters arising from exercising fidelity to this terms of reference; and
- for those matters requiring immediate action as specified within the circumstances defined in the “Action Plan Discernment Framework”, of the College where a quorum of board members or the decisions of zone membership is required.

2. Mandate

The Committee shall:

- 2.1 review and make recommendations concerning:
 - 2.1.1. government and external relations,
 - 2.1.2. fund-raising and development, and
 - 2.1.3. matters not assigned to other committees;
- 2.2 coordinate activities of other Board committees;
- 2.3 oversee succession planning with respect to the president, first vice president, and second vice president of the Board;
- 2.4 appoint committee chairs;
- 2.5 act as a consultative body to the committee chairs;
- 2.6 ensure liaison with president and administration;
- 2.7 review agendas for regular Board meetings;
- 2.8 deal with such other matters with respect to which the Board may from time to time deem it expedient to delegate its authority to the Executive Committee;
- 2.9 notwithstanding the authoritative parameters previously stated, act on any urgent matter which, arising from the opinion of the president or first vice president of the Board, time does not permit the calling of a regular or special meeting of the Board;
- 2.10 review any matters relating to the property, revenue, business, and affairs of the College prior to

the submission of such matters to the Board and prepare or cause to be prepared and submitted to the Board such information and data as the Executive Committee considers pertinent to assist in the consideration of such matters by the Board;

2.11 review a succession plan for senior administration;

2.12 annually review the terms of reference of the Committee and recommend to the Board any required changes.

3. Membership

In accordance with the Bylaw 1-23(9)(c), the Executive Committee shall consist of the president, the first vice president, the second vice president, one board of director as selected by the Board, and the past president and the Chief Executive Officer as non-voting members.

4. Limits on Authority

The Committee has decision making power pursuant to the Bylaw 1-23(9)(c) and the extent to which authority is expressly delegated or assigned by the Board in these terms of reference or by a resolution of the Board.

If the Committee has occasion to act, it shall report its action for ratification at the first meeting of the Board after such action has been taken.

5. Reliance on Management and Experts

The Chief Executive Officer may enlist the assistance of any professional that is deemed useful in the Committee's work. Prior to engaging any professional services, the Chief Executive Officer must obtain the approval of the Board.

6. Limitations on Committee's Duties

In contributing to the Committee's work, each member of the Committee shall be obligated only to exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances. No Committee member is subject to a standard of care or diligence that is in any way more onerous or extensive than the standard specified within these terms of reference.

7. Meetings

The Executive Committee shall meet at the discretion of the chair after seven days written notice to the members. The Executive Committee will meet at least seven days following a regularly scheduled Board meeting and may be called fourteen days before the next Board meeting.

A quorum shall consist of a majority of members appointed to the Committee which must include the president.

8. Annual Work Plan

The Committee shall develop and approve an annual work plan to be provided to the Board for information.

Governance and Nominating Committee Terms of Reference

1. Authority

Pursuant to the Bylaw 1-23(9)(c), the Governance and Nominating Committee is created by and shall be responsible to the Board.

2. Mandate

The Governance and Nominating Committee shall ensure that the Board follows appropriate governance practices and recommends new candidates for membership.

In particular the Committee shall:

- 2.1 Oversee and enhance governance integrity of the Board and Board committees' processes, procedures, policies, and performance.
- 2.2 Assess Board and Board committee membership needs in terms of desired skills, experience, background and perspectives; develop and oversee recruitment and nomination processes.
- 2.3 Review and oversee the roles and responsibilities of the Board, its committees, chairpersons, members, and administrative support and make recommendations to the Board about the governance structure, policies, and approaches to evaluating Board and Board member performance.
- 2.4 Identify the required competencies and personal attributes required on the Board and/or committees to ensure an orderly and timely succession in membership and leadership positions.
- 2.5 Notwithstanding pre-established criteria for identifying Metro, Francophone, and Indigenous school authority representation on the board, perform gap analysis based on competencies and personal attributes required of a zone director and identify and recommend through liaising with zone director candidates to be Board members.
- 2.6 Develop and implement a systematic, open, and proactive process for seeking nominations for Board and/or committee members, which should include identification of competencies and attributes required and a gap analyses between the current and desired competencies and / or attributes of Board and/or committee members.
- 2.7 Ensure, where possible, that Board members serve on at least one Board committee and that chairs are rotated regularly.
- 2.8 Review and recommend approaches to orientation and continuing education for Board members to ensure a thorough and current understanding of the College's, legal, and strategic mandates and good governance practices.
- 2.9 Review the information needs and time commitment of Board members to ensure that information and meeting management systems and practices to facilitate the most effective use of Board members' time.
- 2.10 Periodically review the annual effectiveness survey instrument for the Board, individual Board

members, committee chairs, and the Board chair, and recommend enhancements or additions to it as needed to improve the Board's assessment of its process and structure.

2.11 Periodically review the Board mandate, governing policies and Bylaws, and its Continuing Education Program (CEP).

2.12 Annually review the terms of reference of the Committee and recommend to the Board any required changes.

3. Membership

The Committee shall include the president, first vice president, two zone directors as selected by the Board, the public member, and the Chief Executive Officer as a non-voting member.

4. Limits on Authority

The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated in Bylaws or assigned by the Board in these terms of reference or by a resolution of the Board.

5. Reliance on Management and Experts

The Chief Executive Officer may enlist the assistance of any professional that is deemed useful in the Committee's work. Prior to engaging any professional services, the Chief Executive Officer must obtain the approval of the Board.

6. Limitations on Committee's Duties

In contributing to the Committee's work, each member of the Committee shall be obligated only to exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances. No Committee member is subject to a standard of care or diligence that is in any way more onerous or extensive than the standard specified within these terms of reference.

7. Meetings

Meetings shall be held as deemed necessary but at a minimum in advance of the February meeting of the Board to review and recommend the renewal and completion of terms of office of the Board table officers in time for the spring AGM election. Also, the terms of office of the remaining Board members and new candidates for membership will need to be reviewed.

Quorum shall consist of the majority of members of the committee and must include the president or 1st vice president by delegation of the president.

8. Annual Work Plan

The Committee shall develop and approve an annual work plan to be provided to the Board for information.

Audit and Risk Management Committee Terms of Reference

1. Authority

Pursuant to the Bylaw 1-23(9)(c), the Board shall appoint an Audit and Risk Committee annually.

2. Mandate

Pursuant to the Bylaw 1-23(9)(c), the Audit and Risk Management Committee shall oversee the legal and regulatory compliance and accountability of the College, receive and review its financial statements, review and approve policies on risk management for risks which may jeopardize the achievement of the strategic vision of the College, and report to the Board with respect hereto.

In particular, the Committee shall:

2.1. Internal Controls

- 2.1.1. Identify and monitor the management of the principal risks that could impact the financial position and resources.
- 2.1.2. Identify and monitor the system of internal controls regarding financial reporting and accounting compliance.
- 2.1.3. Obtain reasonable assurance from management and the external auditors that the accounting systems are reliable, the system or preparation of financial data reported to the stakeholders is adequate and effective, and that the system of internal controls is effectively designed and implemented.

2.2. Financial Reporting

- 2.2.1. Approve the template for the audited annual financial statements.
- 2.2.2. Monitor the integrity of the financial reporting process.
- 2.2.3. Monitor the accounting principles and critical accounting policies adopted by management, including alternative treatments that are available for consideration.
- 2.2.4. Monitor accounting provisions and estimates included in the financial statements to ensure the integrity of the financial statements.
- 2.2.5. Monitor developments in current accounting and financial reporting practices, compliance with legal and regulatory requirements and their applicability.
 - 2.2.5.1. Monitor and review with management and the external auditors any proposed changes in major accounting policies, financial reporting practice, key estimates or judgments that may be material to the financial statements.
 - 2.2.5.2. Review and discuss treatment for financial reporting purposes of any significant transactions, which are not a normal part of operations.
- 2.2.6. Review any litigation, claim or other contingency that could have a material effect upon the financial position or operating results, and the manner in which these matters will be disclosed in the financial statements.

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- 2.2.7. Receive and resolve any disagreements between management and the auditors regarding all aspects of the financial statements.
 - 2.2.8. Recommend to the Board for approval the audited annual financial statements.

2.3. External Audit

- 2.3.1. Pursuant to the Bylaws 1-23(9)(c) and 1-23(12), recommend to the Board the appointment of external auditors, assess the auditors' services and review their fees.
- 2.3.2. Monitor the independence and performance of the external auditors.
- 2.3.3. Review the external auditors audit plan, the annual engagement letter, and ensure there is a mutual understanding between the Committee and the auditors for the completion of the audit, discussing the timing and extent of the audit work, materiality, audit risk and overall audit strategy.
- 2.3.4. Review with the external auditors the results of the annual audit examination including but not limited to the following:
 - a) any difficulties encountered, or restrictions imposed by management during the audit;
 - b) any significant accounting or financial reporting issues;
 - c) auditor's evaluation of all systems of internal accounting controls, procedures and documentation for financial reporting purposes;
 - d) the post-audit management letter containing any findings or recommendations of the external auditors including management's response thereto and the subsequent follow-up to any identified internal control weaknesses;
 - e) Any other matters the external auditors brings to the attention of the Committee.
- 2.3.5. Provide an avenue of communication among the external auditors, management, and the Board. Review and discuss any difficulties encountered during the audit, including any restrictions on the scope of the audit or access to required information.
- 2.3.6. Meet independently with external auditors to discuss any matters that the Committee believes should be discussed privately with the external auditors.
- 2.3.7. Secure prior approval for the engagement of the external auditors or agent for all non-audit services and fees for such services and consider the impact of the external work and fees for such non-audit services on the independence of the external auditors or agent.

2.4. Risk Management

- 2.4.1. Discuss with management the major risk exposures, including significant financial, reputational, and operational, in relation to acceptable risk tolerance and the steps management has taken to monitor and control such exposures, including the use of financial derivatives and hedging activities.
- 2.4.2. Approve a Risk Management Policy and any amendments thereto.
- 2.4.3. Review the identified risks and recommend risk levels and limits (risk appetite) to the Board for approval.
- 2.4.4. Annually review and recommend to the Board the approval of a Risk Register. Recommend to the Board the approval of the ongoing processes of Risk Management system.

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- 2.4.5. Discuss with management the policies and procedures designed to mitigate the risk of fraud.
 - 2.4.6. Establish procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters.
 - 2.4.7. Annually review the delegated authority provided to management for signing and committing to contractual obligations.

2.5. Legal and Regulatory Compliance

- 2.5.1. On a periodic basis, review with management the adequacy and appropriateness of legal and regulatory compliance programs.
- 2.5.2. Review litigation, tax-related matters and material enquiries from regulators and governmental agencies which may have a material impact on financial results or reputation, or which may otherwise materially adversely affect the financial well-being.

2.6. Insurance

The Committee shall annually review the amount and terms of any insurance to be obtained or maintained with respect to risks inherent in its operations and potential liabilities incurred by the College, the Board or its employees or volunteers in the discharge of their duties and responsibilities.

2.7. Compensation

The Committee will review the impact of compensation on the College's overall financial position, will review the benefits and RRSP provisions for staff and faculty on an annual basis, and subject to contractual commitments will coordinate a review of the overall employee compensation framework, through a third-party advisor, if required.

2.8. Report to Board of Directors

The chair of the Committee shall provide oral or written reports of its proceedings to the Board. Minutes, supporting schedules and information of the Committee will be made available to any Board member upon request.

2.9. Other Matters

- 2.9.1. The Committee shall evaluate policies with respect to disaster recovery, including policies and programs for computer systems and buildings.
- 2.9.2. The Committee can engage other advisers, with the Board approval, if it is deemed necessary to carry out the Committee's responsibilities. The signing authority for any such engagement is the President of the Board of Directors.
- 2.9.3. The Committee may consider any other matters, which, in the opinion of the Committee or at the request of the Board, would assist the Board in meeting its responsibilities.
- 2.9.4. Annually review the terms of reference of the Committee and recommend to the Board any required changes.

3. Membership

Pursuant to the Bylaw 1-23(9)(c), the Committee shall consist of the president, and no fewer than two but no more than four additional Board members as selected by the Board, and the Chief Executive Officer as a non-voting member.

4. Limits on Authority

The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated through the Bylaws or assigned by the Board as per these Terms of Reference or by a resolution of the Board.

5. Reliance on Management and Experts

The Chief Executive Officer may enlist the assistance of any professional that is deemed useful in the committee's work. Prior to engaging any professional services, the Chief Executive Officer must obtain the approval of the Board.

6. Limitations on Committee's Duties

In contributing to the Committee's work, each member of the Committee shall be obligated only to exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances. No Committee member is subject to a standard of care or diligence that is in any way more onerous or extensive than the standard specified within these terms of reference.

7. Meetings

- 7.1. The Committee shall meet at least two times per year, with additional meetings at the call of the chair.
- 7.2. The Committee shall meet with the external auditors to review and discuss the audited financial statements, which will normally be brought to the Board for approval at the October Board meeting.
- 7.3. Quorum shall consist of a majority of the members.

8. Annual Work Plan

The Committee shall develop and approve an annual work plan to be provided to the Board for information.

Zone Committees Terms of Reference

1. Authority

- (a) Meetings of the CASS Zone Director and the regulated membership with each of the five geographic zones (Zone 1, Zone 2/3, Zone 4, Zone 5, and Zone 6) are an important aspect of addressing the professional interests of system education leaders within their local contexts.
- (b) Additionally, such meetings provide the opportunity for CASS as a provincial organization to dialogue with its regulated membership regarding emerging topics of interest. This explains why every regulated member of the College is a member of at least one committee of the College, this being a zone committee.
- (c) Through this committee, the local zone regulated membership of the College has the authority to address unique professional learning needs, issues management germane to the zone, and engage in topics of interest that may impact all provincially regulated members.
- (d) Bylaws 1-34 and 1-35 outlines the scope of authority of the zone director to engage with regulated members within zones, and how topics for consideration according to the majority of regulated members within a zone may be addressed at the provincial level by the Board.
- (e) As confirmed through Section 8 of the Act, the authority to commit the College to mandates for all of its members rests exclusively with the Board as the governing authority for the College. However, the formalization of communication strategies as outlined in Bylaws 1-34 and 1-35 remain important protocols for bridging the interests of local zones, through their zone director, with the Board.

2. Mandate

- (a) The zone committees are permanent standing committees of the College and are dedicated to addressing the interests of all regulated members within these zones. Any business, addressed through the agenda of a zone committee, is subject to the exclusive information and deliberation of those who legislatively hold the right to title as system education leaders. Therefore, zone committees serve the needs of the College's regulated membership.
- (b) Zone committees shall form executive committees, consisting of table officers, who may act on behalf of the zone committee between meetings of the zone.
- (c) Zone committees have the flexibility to create agendas through a variety of constructs according to the local interests of their membership. However, the following provides required and optional components within a zone committee meeting:

Required:

- 1. Land Acknowledgement (Regulated Members)
- 2. Approval of Agenda and Minutes (Regulated Members)
- 3. Zone Financial Report - only applicable to zones that handle finances on behalf of the zone membership (Regulated Members)
- 4. Zone Director Report (Regulated Members)
- 5. Update from CASS Board (president, Chief Executive Officer)
- 6. Role-alike Groups and Reporting (Regulated Members and Non-Regulated Members at the

request of a Superintendent)

Optional:

7. Committee Updates (Regulated Members)
8. Alberta Education Field Service Presentations / Reports (Regulated and Non-regulated Members)
9. Alberta Education Q & A (Regulated Members and Non-regulated)
10. Professional Learning and Presentations (Regulated Members and Non-Regulated Members)

(d) Zone committees may, by resolution, take the meeting in-camera, at which time only regulated members are present and minutes are not recorded.

3. Membership

Zone committees shall consist of all the regulated members of the zone and governed by four table officers, who shall comprise the executive committee of the zone.

The four table officers comprising the zone executive committee shall be:

1. Zone Chair - Chairs meetings, schedules meetings, and develops agendas with input from zone executive and membership.
2. Zone Vice-Chair - Chairs meetings when chair is absent, assists in agenda development, and may succeed chair.
3. Zone Secretary - Assists in agenda development, takes minutes, circulates agendas and minutes, and may succeed vice-chair.
4. Zone Director - Assists in agenda development, coordinates communication between zone committee and the Board, and takes zone resolutions to the Board for consideration.

A fifth table officer may be added if finances are handled by the zone:

5. Zone Treasurer - Provides financial reports with the individual's division serving as zone banker board.

The zone executive committee through the input of the local membership, shall establish a succession planning model to ensure that the local executive has its positions filled on an annual basis. Though ultimately up to each zone, the suggested succession method on the executive committee is secretary, to vice-chair, to chair. Because consistency is often valued with financial control, the zone treasurer does not need to be in the succession plan for the zone executive committee. The zone executive committee shall also work with both the regulated members of the zone and the Board's Governance and Nomination Committee in determining succession planning regarding the zone director.

- (a) Regulated members of the College who are employed and within jurisdictions residing within one of the five zones and are members in good standing within each zone are members to

their zone committee.

- (b) Regulated members of the College who are employed in jurisdictions within other zones may attend meetings outside of their zones, subject to providing proof of a regulated member certificate. Those who attend within this capacity may attend all topics under consideration within a meeting agenda but will not be voting members within a zone other than the zone committee which addresses the member's geographic location of employment.
- (c) Non-regulated members of the College may only attend zone committee meetings for the purpose of providing presentations to the regulated membership or receiving presentations that do not address or discuss topics dedicated to further deliberation by the membership or further communication with the Board.
- (d) The board of director representing Indigenous education authorities, and non-regulated members of Indigenous education authorities, while not a regulated member of the College, have the authority to attend all meeting activities that are privileged to regulated members.
- (e) The zone chair shall communicate at the start of any zone committee meeting that the meeting is privileged to regulated member and communicate those times on the agenda when non-regulated members will be in attendance.

4. Limits on Authority

- (a) Bylaws 1-34 and 1-35 determine the parameters for decision making within the interdependent relationship between the Board and its zone committees. As a summary of the intent of these Bylaws, a zone committee, like all other committees of the Board, acts in an "advisory" capacity to the Board which is the representative body of all members of the College through corporate decisions made by zone directors, who are elected representatives of each zone.
- (b) A zone committee's advisory capacity becomes formalized when resolutions are passed and referred to the Board for further deliberation as outlined in Bylaw 1-34(3)(a).
- (c) When zone resolutions are passed, they serve as recommendations made to the Board. The Board shall discuss all zone resolutions, and if the Board chooses to act in response to a zone resolution, they shall pass an independent resolution at the Board table that outlines the nature or specifics of that action.
- (d) Further to Bylaw 1-35(1,2), the Board through the zone director shall communicate to the zone the outcome of the deliberation by the Board including, to the extent possible, the reason for the course of action taken.

5. Reliance on Management and Experts

For the sake of assisting the membership in its capacity to be aware of system education topics of interest, the zone chair through the approval of the zone director, may invite guests from the Ministry, or other education affiliates to the College for the purpose of providing presentations and updates.

6. Limitations on Committee's Duties

Subject to Bylaws 1-34 and 1-35, local zone committee meetings shall advise the Board through

their zone director on topics of interest, or through the zone director seek clarification on topics of interest. A zone committee shall not substitute the decision-making authority of the Board in exercising the Board's mandate.

7. Meetings

Each zone shall conduct meetings that do not conflict with Board meetings and according to a schedule that is approved by the Board.

8. Election Process for Zone Leadership Positions

(a) General Election Procedure

When multiple candidates are nominated for a zone leadership position, an election shall be conducted during a duly called Zone Committee meeting. All regulated members present at the meeting shall be eligible to vote. The election shall be conducted by secret ballot to ensure fairness and confidentiality. The candidate receiving the majority of votes shall be elected to the position.

(b) Resolving a Tie

If a tie occurs after the first vote, a second round of voting shall be conducted. If the tie persists, the election shall be decided by a random draw, conducted by the Zone Chair or an individual designated by the Zone Committee.

(c) Reporting Election Results

The results of the election shall be recorded in the minutes of the Zone Committee meeting. The elected individual's name shall be submitted to the Chief Executive Officer of CASS by the Zone no later than June 30, or as required in the case of a vacancy.

SCHEDULE B - CASS Continuing Education Program

Guiding Principles

The guiding principles of the CASS Continuing Education Program provide guidelines for the development and delivery of professional learning for system education leaders. The guiding principles ensure that learners' experiences in the program are in alignment with achieving a consistent standard of professional practice, as identified in the *Leadership Quality Standard (2023)* and *Superintendent Leadership Quality Standard (2023)*.

- Responsive - The CASS CEP responds to the professional learning needs of system education leaders by providing collaborative, flexible, and responsive learning opportunities to build professional capacity.
- Research-informed - The CASS CEP applies research and data-informed practice to support professional growth in system education leadership.
- Innovative - The CASS CEP develops and delivers accredited professional learning about system education leadership based on the *Alberta Leadership Quality Standard (LQS)* and *Superintendent Leadership Quality Standard (SLQS)*.

Program Description

The CASS Continuing Education Program offers a variety of professional learning opportunities for regulated system education leaders to attain an annual accreditation requirement that serves as evidence of competence as a system education leader. Each professional learning opportunity, aligned with competencies identified in the *Alberta Leadership Quality Standard (LQS)* and the *Superintendent Leadership Quality Standard (SLQS)*, is designed to provide CASS regulated members with choice, flexibility, and engagement with current knowledge and relevant research related to the profession of system education leadership.

Program Learning Outcomes (PLOs)

The PLOs support system education leaders in achieving professional competency, as identified in the *CASS Act (2022)*. The PLOs ensure the Continuing Education Program consistently meets the needs of system education leaders to build professional capacity through a framework of the knowledge, skills, attitudes, and actions expected for the profession.

Learners in the CASS Continuing Education Program will . . .

1. Engage in ongoing critical reflection about research informed opportunities for enhancing system education leadership, teaching, and learning.
2. Work collaboratively with diverse teams to problem solve and apply teamwork strategies for creating shared understanding about system education leadership.

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3. Examine research and data sources to determine relevancy to support planning and decision-making in a culture of continuous improvement.
 4. Acquire and apply foundational knowledge about First Nations, Métis, and Inuit for the benefit of all.
 5. Explore innovative approaches to leading and managing operations and resources to create optimal learning environments for students.
 6. Demonstrate ethical behaviours by applying the *Alberta Code of Professional Conduct for Teachers and Teacher Leaders* (2022), in all matters and interactions.
 7. Foster the development of professional competency in system education leadership within self and others.
 8. Evaluate issues, trends, and engagement practices related to achieving optimal learning for all students in a variety of leadership contexts.

Accreditation Requirements

Starting on September 1, 2024, all regulated members are required to earn 30 CEP Credits annually to maintain their professional designation as a system education leader. Annual CEP credits are calculated based upon this CASS Board approved Accreditation Requirements Chart and are subjected to the following criteria:

- CEP credits will be earned and reported annually between September 1 and August 31.
- CEP credits will be calculated based on 1 CEP (equals approximately 1 hour) up to the maximum allocation indicated in the Accreditation Requirements Chart.
- All regulated members are required to complete five (5) CEP courses, face to face or online, within five (5) years of becoming a regulated member as part of the calculation of their annual 30 CEP credits. All members are encouraged to complete additional CEP courses, as available, throughout the term of their membership as a CASS regulated member. All CEP courses are correlated to the Professional Practice Standards and support the foundational knowledge required of system education leaders.

The CASS website will provide further information about the *Accreditation Requirement Chart*, *Frequently Asked Questions*, and access for regulated members to record CEP credits.