

## **DUTIES OF THE BOARD OF DIRECTORS**

### **Preamble**

As the operator of an independent school, the International Association of Progressive Montessorians must comply with the *Independent School Act*, RSBC 1996, Chapter 216.

### **Policy**

As a society, the International Association of Progressive Montessorians (the “Society”) is governed by the *Societies Act*, SBC 2015, Chapter 18 (the “Act”), and by the constitution (the “Constitution”) and the bylaws (the “Bylaws”) of the Society. In case of any conflict with this policy, the *Act*, the Constitution and the Bylaws prevail.

### **Administrative Procedures**

#### **A. Directors’ Duties**

A director must:

1. act honestly and in good faith with a view to the best interests of the Society;
2. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
3. act in accordance with the *Act* and its regulations;
4. act in accordance with the bylaws of the Society; and
5. act with a view to the purposes of the society.

#### **B. Conflict of Interest**

A director with an interest in a transaction of the Society or in a matter to be considered by the directors must:

1. fully and promptly disclose to the other directors the nature and extent of the interest;
2. abstain from voting on the transaction or matter;
3. leave the directors' meeting, if any,
  - a. when the transaction or matter is discussed unless asked to be present to provide information; and
  - b. when the other directors vote on the transaction or matter; and
4. refrain from any action intended to influence the discussion or vote.

### **C. Avoidance of Impropriety**

The reputation of the Society is bound up with the reputation of its directors. Directors must therefore, to the extent possible:

1. Avoid any appearance of impropriety; and
2. Avoid private actions that may compromise the reputation of the Society.

### **D. Confidentiality**

In their work on the Board, directors may learn sensitive or personal information about students, staff, contractual negotiations, and other matters. Unless the Board decides otherwise, directors must keep information they learn as directors confidential.

### **E. Collegiality**

Boards act only through collective decisions made by voting after discussion and debate. Directors must therefore:

1. Encourage the expression of different viewpoints and debate them respectfully;
2. Accept the collective decisions of the Board reached through voting; and
3. Outside of Board meetings, act for the Society only if authorized to do so by the Board.

### **F. Interests of Students**

As custodians of a society dedicated to education, directors must:

1. Acquire the knowledge needed to make responsible decisions for the school;
2. Seek the advice of the school administration;
3. Set aside outside allegiances;
4. Seek fairness for each student regardless of the group to which he or she belongs;
5. Strive for excellence in the instruction provided by the school; and
6. Husband the school's resources to achieve maximum benefit from each dollar spent.