



**Edmonton Catholic School Board
Governance Oversight
Observer's Report – Draft
As at June 7, 2016**

1.0 Terms of Reference

Initially, in mid-October 2015, National Growth Partners (NGP) was engaged to provide facilitative advisory services to the Edmonton Catholic School Board through the authority of the Minister of Education. NGP was asked to observe the operations of the Board of the Edmonton Catholic School District with the purpose of providing support to the Board relative to the Minister's expectations for improvement in its governance practices.

The terms of reference were to act as observer and, in summary, services included:

- review of all board agendas and supporting materials prior to board meetings;
- attendance at all board meetings as an independent observer;
- providing advice/recommendations/guidance/support as required to the board to assist it in fulfilling its governance roles and responsibilities;
- providing the Minister or designate with a summary of the board meetings and any recommendations for the Minister's consideration; and
- undertake other duties as assigned by the Deputy Minister.

Reports from the observer were to assess how the board progressed:

- in developing its skills in a more positive direction;
- in exhibiting more constructive behaviours in its interactions with each other; and
- with respect to good Board governance processes and procedures.

The initial workplan for NGP as observer/facilitator included:

- **Documentation Review**
 - Review of all governance related materials that define the current processes and practices for the ECSD governance model;
 - Review of agendas and minutes to identify issues and policy matters considered by the Board and how these matters have been addressed to date;



- Review of any legislation, regulations and accepted practices that inform the role and expectations of this Board, and of school boards generally.
- **Confidential Interviews**
 - Interviews with each Trustee, as well as the Superintendent, key ECSD staff and legal (and other) advisors to the Board to ensure NGP is fully informed as to individual perspectives on governance matters and how these perspectives have contributed to the current state issues and challenges.
 - From time to time, as part of ongoing research into leading practices, interviews with key individuals to help understand the practices of other Boards and other organizations that can support improvement in the governance practices of the ECSD.
- **Meeting Observation**
 - Attendance at all (or a substantial majority) of scheduled and informal ECSB meetings.
- **Board Session Facilitation**
 - Undertake, with the Trustees, facilitated sessions to identify “current state” challenges and “future state” opportunities to improve their governance model, processes and practices. Initially, 3 to 4 such sessions were anticipated in the October to January timeframe.
- **General Meetings and Assignment Reporting**
 - Provide written and verbal reports to the Minister and Department to communicate a clear understanding of the observer’s activities, observations and progress and to ensure alignment of expectations throughout the assignment. Accordingly, NGP was to prepare:
 - status reports outlining the observer’s activities and observations;
 - a formal 3 month report that addressed observations as to challenges and progress;
 - ad hoc meetings to keep the Minister and Department informed on particular matters.

In March 2016, based on the work activities, observations and advice to the Minister as reflected in the terms or reference outlined above, NGP was asked to continue its work with the Board to implement a new approach to the governance of the District.

This report is a compilation of our work with the Board and Department to date and is intended to provide the Minister with a record of the observations, findings, conclusions



and considerations relative to the governance practices, processes and efficacy of the District's Board of Trustees and their governance practices.

1.1 Activity and Work Plan Summary

In the context of both the initial and renewed terms of reference, NGP undertook the following summary of activities:

- Attended or viewed meetings of the Board (Agenda Review meetings, Governance & Priorities Committee meetings, Audit & Finance Committee meetings, Public Board Meetings, Ad Hoc meetings) – over 40 such meetings were attended, observed and/or facilitated in this initial period of work.
- Developed and facilitated eight Governance Reform meetings focused on the specific topic of reform of the District's governing system. These meetings were conducted in the context of existing and emerging policy or practice areas that were inherently complex, conflict laden or of a significant level of policy direction (e.g. Governance Policy #14, Commitment to Inclusive Communities in Edmonton Catholic Schools) that would allow for both addressing the resolution of the issue and provide context for learning new practices, approaches and skills.
- Individual, confidential interviews and meetings with Trustees (as part of the reform process contemplated in the initial terms of reference).
- Meetings with the ECSD Leadership Team
 - Collectively (as a group) – We periodically attended portions of the standing weekly meeting of the Superintendent's executive team in the context of a "focus group" session, which articulated and addressed the implications of current governance practice and process on the administrative function of the District. Three such meetings took place in the initial timeframe from inception to January 31, 2016; no other meetings of this nature have been held since that time.
 - Individually (one on one) – We held numerous individual meetings both on a scheduled, planned basis; but equally frequently on an emergent basis addressing significant contentious governance direction or confusion affecting the administration of the District. These meetings typically were with the Superintendent, and on occasion with Corporate Counsel or the Corporate Secretary.
- Meetings/discussions with the Minister and officials from the Ministry



- Meetings/discussions with some external stakeholders – these stakeholders served to provide context to the complex environment of the District.
- Review of documentation, general correspondence (email and letters) and other forms of communications and records of the Board and District.

As a point of context for the above introduction and summary of our work, we believe it is critical to address a very significant factor in our work to date. As originally contemplated, and as “typically” would happen in working with a governance group needing to address challenges in the efficacy of its style, structure, practice and process, a work plan would be developed, the group and its leadership would bring common awareness and understanding to its issues and source of difficulty and begin the process of addressing root cause issues with a view to developing and working through an improvement agenda. As we engaged with this Board of Trustees in a facilitated process, the observer/facilitated style of support, in our view, proved to be very challenging. Adherence to a work plan and structured approach to improvement quickly gave way to the need for constant “fire-fighting” and intervention on a frequent (often daily) ad hoc basis. Maintaining professional decorum and fostering progressive governance practice became the focus of this assignment as we attempted to make progress on any substantive governance matter. It is important to point this out as the original intent of the Minister to allow for an in-depth facilitated approach to changing governance practice has, in our view, “run its course” and now requires a more compliance based, prescriptive expectation for change if a more effective governance model is to be developed and sustained in the long run. We will return to this theme for moving forward in the following pages.

2.0 Initial Observations Informing the Goals/Deliverables of the Reform Process

Some key attributes about the Edmonton Catholic School District from its website and other District point to a large and inherently complex system:

- Budget: \$480 million+
- Students: 40,000+
- Staff: 3,300+
- Schools: 89



Our observation is that the above information serves as the first point of reference to understand the context within which “governance takes place” at the District. By definition, as one of the four key “metro” Boards in the province and with the size, scope and complexity outlined above, the expectation would be clearly inferred that the governing system of the District would mirror the complexity of the strategic environment. One would reasonably expect to see a degree of formality and professionalism in the Board that would be commensurate with a \$480 million organization, operating in a complex stakeholder and public policy context.

In addition, both provincial legislation and Board policy create the expectation of fiduciary responsibility of Trustees to the corporate body. This fiduciary accountability creates the expectation of a Board and its membership to act in a manner consistent with its legislated responsibility, notwithstanding it is an elected body.

Our initial observation from the outset of our work is that there is a significant disconnect in the role, practice and performance of the Board given the strategic environment and context within which it operates. Most high performing Boards of whatever governance expectation (not-for-profit, non-profit, institutional, private, or public) live by the principle of “contingent design”. Simply stated, the complexity of the strategic environment must inform the design and performance of the governing body that serves that system. An elected Board operating within a public policy setting would be reasonably expected to appreciate and adhere to its corporate fiduciary accountability, while respecting a political and community representative model.

At the outset of our assignment, we conducted research into the issues affecting school board governance, generally, and the particular legislative, public policy and historical conventions that inform govern design in the context of the District. We also undertook a review of the particular issues in this District, both historical and current, and how they shaped the need for external intervention. This led us to conclude that the work of a facilitator/observer supporting an agenda of improvement must address:

- Clarity of the governance model, expectations and Trustee accountability for governance leadership performance;
- Clarity of role delineation and Board/Administration “rules of engagement” over their respective accountabilities;
- A sustainable model of governance and contemporary governance processes, procedures and practices;
- Respectful and constructive inter-personal relations (an effective code of conduct) that would support the governance model; and



- A change in the culture of governance and the Board/Administration relationships and practice that establishes an expectation of leadership behaviour on the part of the Board and its membership.

As noted above, in the October 2015 to February 2016 period, the degree of conflict and confusion was far more significant than originally contemplated or planned in the observer role; essentially, as originally contemplated, helping to facilitate and “teach” a governing body to be more effective gained marginal benefit to the overall system. Shifting to a more directive style of observation and advice again achieved only marginal and largely temporary behavioural change in the work to address the governance issues of the District. Underlying the resilience to a changing model was the lack of consequence and accountability which underscores the current “individually-defined” role of the Trustee (and which we address in our findings below). In our view, to be successful in the future, there is a need for more specific and authoritative intervention to ensure an improvement agenda is committed to by the Board. In the absence of the authority to compel compliance to an improvement agenda, we believe the type of governing system required for a District of this scope, size and complexity will not be achieved.

3.0 A Governance Model Framework –Initial Foundation Observations

As a key foundation to our work with the Board, we also utilized a framework by which to judge the efficacy of a “governance system”, taking into account the need for corporate fiduciary accountability in an elected governance model. There are numerous frameworks for reference and our framework is built upon commonly held principles of governance efficacy. Our review of legislation, opinion, policy and practice that generally informs school board governance has been considered in this framework. Additionally, the complexity of the role of the Catholic Church has been well documented and considered in this framework.

Governance effectiveness, generally, has the following key attributes:

- Mandate Clarity
- Strategic and Fiduciary Clarity
- Role and Relationship Clarity
- Competency of the Governing Body (Board Development)
- Professional Decorum and Constructive Relationships
- Expectations for a Culture of Governance Excellence



We believe a well-run governing system would exhibit the attributes of an effective system through collective documentation (i.e. policy manual) of the responsibilities, accountabilities and expectations of key players in the governing system. Critical to this is that it is considered as a “system” – an integrated “whole” created from the sum of its individual component elements. An effective system will:

- Identify, articulate and follow its values, vision and mission. These serve as key areas of focus and are the criteria that first defines effective decision making at the governing level (indeed at all levels of the organization);
- Articulate clear expectations for performance, initially expressed through strategic plans and priorities for the future that address the collective aspiration of the system’s stakeholders;
- Monitor outcome performance in a structured as well as ad hoc, continuous fashion;
- Work effectively with Board and Administration through the organization’s chief executive (a “one voice; one employee” model) by helping to articulate priorities and guiding policies for further administrative decision making;
- Recognize the complexity of governing in a public policy environment, respecting the inherent diversity of viewpoints among stakeholders in a pluralistic society;
- Maintain a strong element of professionalism in its behaviours, practices and performance so as to ensure the legitimacy of the governing system; and
- Recognize the unique circumstances of the governing context and environment.

It would be overly simplistic to assume absolute clarity in these attributes and simple adherence to a governance framework. The beginning point for compliance to commonly held governance principles and attributes is a well-documented system of bylaws, policies, protocols and other guidance that provide “rules of the road” for Trustees, indeed for all stakeholders, to operate within and to continually improve given need and circumstance.

The District currently has much of this documentation in place. Our understanding and review indicates that improvements in current documentation is required, and work at one time had been undertaken to address points of ambiguity, outdated governance direction and the need to ensure alignment of documentation to current ideas and notions of “good governance”.

As our first observation, however, and as detailed below, the Trustees have not been able to come to common agreement on these foundational documents. Multiple viewpoints on “what is right” prevail, and indeed there isn’t even consensus on how to



address the process of changing these document. Historical conflict among Trustees, shifting coalitions among the Trustees and lack of a common framework of governance in a complex, public setting impede progress in this area.

4.0 Primary “Current State” Issues in the Governing System of the District

As indicated above, we have attended over 40 meetings of the Board (in various types of meetings), interviewed Trustees and members of the Administration, external stakeholders and have reviewed countless documents in order to assure ourselves we have as complete a view of the current governing system as possible. The purpose of the following section is to address our observations and findings to provide informed advice on achieving the goals of the assignment.

Our observations/findings are summarized in the following sub-sections:

4.1 Interpersonal Animosity and Ineffective Board Dynamics

This is perhaps one of the two most significant issues impacting the efficacy of the current governance model: the inability of the Board to engage itself in respectful dialogue and a professional level of discourse. Interpersonal conflict is evident among the Board members and between Trustees and the Administration. It affects every aspect of the current governing style, is culturally embedded in the behaviours of the Board and is largely (currently) intractable. It is also, in our view, essential to change this level of discourse and decorum in order to bring change to other aspects of the governing system. Through meeting observation, interviews, email and other document review, we have identified the following elements and issues underscoring this observation; they include:

- Non-professional public and internal discourse
- Inability to constructively resolve conflict
- Inability to constructively mediate differing perspectives on current policy and practices
- Lack of any meaningful conflict resolution process
- Lack of any effective “sanctions process” by which to hold Trustees accountable for their individual behavior
- Debate is frequently disrupted by emotion; effective (or efficient) policy-based discussions are limited by inter-personal conflict and inability to resolve differing opinions that are historically grounded
- Frequent use of language and words that detract from normal, constructive governance-level debate; such as:

- Bullying
- Disrespect
- Distrust
- Innuendo/attack

This observation/issue interferes with the most basic of governance responsibilities (e.g. agenda setting) and carries forward to the most significant, such as policy direction, administrative enquiries and assessment/evaluation of the performance of the education system and of the administrative functions of the District. We believe there is a strong desire among some Trustees to improve the performance of the corporate Board; however, to date, the ability to have the necessary discussions and debate on what would constitute a better system are frequently undermined by this underlying element of conflict.

4.2 Lack of accountability, adherence to, and “ownership” over, existing bylaw and policy direction

This is the second most significant issue affecting effective operations of the Board: the lack of accountability and consequences for behaviour. The current policy and bylaw foundations that guide Trustee accountability simply do not work and have only served to exacerbate the interpersonal conflict noted above. Sanctions issues or other highly contentious matters that have been resolved, or have been deferred or are outstanding have only served to reinforce the interpersonal conflict at the heart of prohibiting progress in a more healthy governing system. The current system does not have any meaningful or constructive way to address, mediate and resolve deep conflict and real or perceived abrogation of the Board’s mandate, rules and procedures.

We have reviewed the files/records that form the basis of some of the more contentious issues facing the Trustees. In a number of instances, the depth of the issues and the hardening of individual positions make resolution to these by the current sanctions/accountability process, in our opinion, virtually impossible without 3rd party mediation. Attempting to solve them with current practice, and in the current environment, will only make (and have made) matters significantly worse.

Finally, only through the role of a neutral 3rd party (the observer/facilitator) have the Trustees been able to set aside or defer their current approach to accountability (e.g. sanctions) until governance reform can be discussed and a more healthy and constructive process of resolution developed. The assumption



underscoring our approach was: address governance issues in a constructive way (for example, in Governance Reform meetings), learn how to address conflict more constructively and then turn to resolving deep-seated issues. This approach has, unfortunately, not worked to date.

We feel strongly that without mediating breaches (large and small) of accountability, and developing more healthy group norms that allow the Trustees themselves to work through these issues, the current system will not change. The current system is characterized by:

- Inability to professionally address competing or divergent viewpoints
- Highly ineffective sanctions process with no, or limited, accountability for behaviour
- Difficulty resolving their fiduciary responsibility to the corporation in favour of maintaining personal autonomy in their individualized definition of the role of a Trustee

A “common mental model” of a constructive governing system has not been achieved through the facilitated style of intervention.

4.3 Overall Governance Model Ambiguity

As noted above in Section 3.0 of this report, despite the current governance documentation (bylaws, policies, etc.) and despite some investment in refining this current documentation, our observation is that ambiguity of the District’s governance model, and the application of effective governance attributes is another critical root cause issue of the current level of conflict.

We have commented to Trustees, on a frequent basis, that there is currently a highly divergent understanding as to what constitutes a “governing system”. In our view, that has not significantly changed in the period of this work. The Trustees have many, and often, competing definitions of governance concepts and practices that, in the atmosphere of conflict, are largely unresolvable. As will be noted in our section on recommendations, moving to a more directed approach to the reform of the governance model (from a current facilitated style) will be required to reconcile the competing ideas on “governance”.

Our observations on the current system include the following issues:

- Very different views of what constitutes a “governance model”
- Lack of or limited understanding of the complete view of fiduciary duty



- Bylaws, policy, protocols, practices and administrative regulations lack coherence; significant overlap in these governing documents; no “central theme” or model that focuses a comprehensive set of governing documents (i.e. historical reference to the “Carver” model is now out of date in many documents)

As will be noted below, this ambiguity causes stress and challenge in the boardroom; but it is also causing significant issues in the Board/Administrative function.

In our other governance work, and in the review of the work of governance experts, a healthy system requires an objective, well defined and clearly delineated relationship between the Board and the Administration. In the case of the ECSB, the “one voice, one employee” model of governance is clearly established as the basis of the District’s policies; but is challenged in practice.

In the context of the overall governance ambiguity in today’s current state, our conclusion is that the Board confuses its oversight role in administrative accountability with intervention in the administrative functioning. It confuses what it will hold the Superintendent accountable for through policy and performance monitoring with direct intervention in the work of the Superintendent.

4.4 Governance/Administration Role Delineation

Unfortunately, but not surprisingly, the governance ambiguity clearly interferes with an overall effective Board/Administration relationship. We have observed, and mediated, significant conflict at the Board/Administration and Trustee/Superintendent relationship. Some of the issues we have observed are:

- Significant distrust of the administration among some of the Trustees; similarly, there is significant distrust and frustration with the current practices of the Trustees in the District among the administration
- An administrative function that is under significant stress; the relationship of Board and Trustee to the administration is no longer “easy” or grounded in good (and commonly understood) process; “rules” and formality of interactions dominate the nature of the Trustee/Administration relationship; this is a clear by-product of a long and strained governance/administrative relationship



- The relationship issues are embedded in the culture of Board/Administration relations
 - Significant communications “disconnect”; the expectations each has on the other are misunderstood and/or miscommunicated and there is limited informal means of resolving the resulting inter-personal issues
 - The governance issues addressed in this report have created/reinforced a pattern of conflict, skepticism and formality; relationships are highly strained
- There is a limited degree of commitment to shared goals of the District; there is no Board sponsored strategic plan and oversight to the operational plan and budget is limited by the nature of the issues described above; there is no common strategic agenda to guide the focus of the Board and the Administration in a collective sense.

4.5 A Long Historical Context – Prior Focus has been on Symptoms not “Root Cause” Issues

Our observation is that the issues we have described in this report are not recent or temporary; in fact, we suggest many of them are now embedded as assumptions in the system. Our observations are:

- Prior studies on, and suggested changes to, ECSB governance have not been implemented or addressed – these issues are very long held and prior attempts at mediation and/or reconciliation have not been effective
- The LGBTQ policy issue or other difficult policy and strategy issues (e.g. the recently discussed/passed budget) continue to expose a functionally challenged Board. These issues did not create the challenging environment; however, they came at a time of heightened Board dysfunction and attempts to address conflicting viewpoints and positions are utilizing practices and processes that have long been ineffective for the District; the District’s policy development model is absent and ineffective; policy has been developed at best through “finesse” rather than a comprehensive and commonly accepted policy model for the District
- There has been a long pattern of inability to constructively disagree with competing viewpoints and/or respectfully hear opposing perspectives; building consensus is a much needed skillset.



5.0 Considerations for a Future Course of Action

The observations and findings summarized above point to an administrative system performing at a high level of effectiveness and efficiency despite the ambiguity, conflict and distraction of a governing system. Taken in its strategic context, this is a \$480 million district, with 40,000+ direct stakeholders (children) and 3,300 staff that is operating with a level of governance that is not conducive to the expectations of performance for a modern, complex and strategically focused educational system.

Our observations, in summary, are that the governance challenges are systemic, deep and resistant to change. Some of the challenges relate to the changing nature of school board governance generally and are affected by the changing role and requirements of school board governors coming to grips with shifts in provincial public policy and legislation and public expectations of its governors. There is significant disconnect in this situation, in expectations at an individual Trustee level, and as a collective corporate Board, in what constitutes the role of the Trustee, the role of the Board and the relationship of the governing body to the administrative system. This disconnect is, in our view, historical and also personal – without a contemporary model of governance, Trustees have “made it up” as they went along which has led to the symptoms identified in our observations and findings. In short, the current system is somewhat intractable and progress cannot be made without the willingness to address these issues and adapt to new realities of school board governing context. We sense a “will” of the Board to get on with this task and responsibility; however, we also sense a great need to ensure accountability for the reform process is in the hands of the Trustees. They must perform to a new and different standard to reclaim legitimacy in the governance of the District and regain the confidence of stakeholders in the community.

To address the governance issues, change must be driven at the root issue of the symptom: lack of governance performance accountability. In the seven months of our engagement with the District, periods of “calm” are interspersed by conflict, confusion and distraction whenever significant policy or strategic issues are presented to the Trustees. Each time a complex issue is addressed by Trustees, the challenges noted above in our report are exposed, the personal relationship issues exacerbated and the system’s challenges reinforced. This has now reached the point where it is certainly affecting the effectiveness and efficiency of the administrative system and, eventually, a risk to system performance and outcomes.



We believe that change must start with Board and Trustee accountability. If there are no consequences for not following its own policies and processes, the governance challenges will remain. Simply stated, the Board must regain the confidence of its stakeholders by clearly demonstrating it has the commitment and capability to govern to contemporary standards of governance.

Consideration #1: Monitoring

In our observations and findings section, we have commented on the intensity of interpersonal conflict that, in our view, entirely mitigates against a healthy governing system. The current approach to the Board “policing itself” is insufficient to ensure healthy relationships and healthy (even intense) debate on the issues that matter to the District’s stakeholders. Without a change to the Board’s behaviours, culture, and “tone at the top”, the governing system will continue to underperform.

Consideration could be given to appointing some form of oversight or monitor with the necessary authority to compel the Board to address its issues and to “filter” the Board’s impact on administrative effectiveness and efficiency until such time, in the opinion of the Minister, the Board is in a position to govern effectively. This monitoring role would have access to legal, educational and other experts as required to perform this role and will work with these experts to ensure there is clarity in the design and intended functioning of the Board, as articulated and documented in renewed policy foundations, practices and protocols.

As will be addressed below, the system of governance must be clarified and then followed. There are two essential aspects of this monitoring role:

- (i) Ensure the effective development of new governing policies, practices and protocols: and,
- (ii) Monitoring of the adoption of the newly developed policies and practices on an ongoing basis to ensure they are leading to more respectful and effective interaction among themselves and among the Board and the administration.

This consideration for the role of a governance monitor assures the ongoing role of the Minister as the critical point of accountability for the Board. Without this ongoing role, we will be relying on the Board to “change itself” which, given the observations and findings addressed above, is not likely to occur in a fashion, or timing, required for the District. If the monitoring role cannot be realized, other options will need to be explored.



Consideration #2: Accountability

Our perspective is that the governing policies (GP's) of the District require a complete review to achieve contemporary notions of what constitutes an effective governing system. If the other elements of the governing system were “healthy” existing policies, practices and protocols could work. In our view, this is not the reality of the current state of the District.

For effective accountability to be achieved, it is our view that, led by the monitoring role, the Trustees (first and foremost) in concert with the Superintendent must be engaged in redefining the following foundational policies of the District:

- Board Role and Mandate
- Committee Structure, Mandate and Process
- Code of Conduct
- Board, Trustee, Chair and Role Clarity
- The Board/Administrative Relationship

As well, new formation of “how we govern”, i.e. the governance process, must be reformed through the development and adoption of new policy, protocol or practice in the following areas:

- Policy Development
- Fiduciary Oversight
- Budget Development
- Development/Validation of the District’s Strategic Plan
- Agenda Management
- Administrative Enquiries
- Communications Protocol (community and internal)
- Annual Governance Effective Evaluations
- Annual Superintendent Evaluation

Consideration #3: Board Development and Support

A third critical area of attention for the future must be in the personal and collective learning that must take place in governance theory, contemporary school board governance practice and the technical (e.g. parliamentary procedure) and general competencies necessary to perform in the role of a Trustee in the complex public policy setting of school system governance, especially given the stakeholder complexity in a faith-based system such as this District.



These are our observations and findings of our work to date.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Donald Cummings', is written in a cursive style.

Donald Cummings MBA, FCMC
Managing Partner
National Growth Partners