



Policy 9

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Indemnity and Liability of Board Members and Officers

Guidelines:

1. Subject to the limitations contained in the Companies Act of Alberta, KTCEA shall (and does hereby) indemnify a Board Member or Officer, a former Board Member or Officer, or a person who acts or acted at KTCEA's request as a Board Member or Officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Board Member or Officer of KTCEA if:
 - 1.1. He or she acted honestly, reasonably, and in good faith with a view to the best interests of KTCEA; and
 - 1.2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that such conduct was lawful.

2. No Board Member or other Officer of KTCEA shall be liable for:
 - 2.1. The acts, receipts, neglects or defaults of any other Board Member, Officer, or employee, or for joining in any receipt or other act for conformity.
 - 2.2. Any loss, damage, or expense happening to KTCEA through the insufficiency or deficiency of title to any property acquired for or on behalf of KTCEA.
 - 2.3. The insufficiency or deficiency of any security in or upon which any of the monies of KTCEA shall be invested.
 - 2.4. Any loss or damage arising from the bankruptcy, insolvency, or unlawful act of any person with whom any monies, securities, or effects of KTCEA were deposited.
 - 2.5. Any loss occasioned by any error of judgment or oversight on the Board Member's or Officer's part; or,
 - 2.6. Any other loss, damage or misfortune that happens in the performance of the duties of his or her office.
 - 2.7. Unless:
 - 2.7.1. The same is otherwise provided in a contract of service with such
 - 2.7.2. Board Member or officer.
 - 2.7.3. The same is occasioned by willful neglect, misconduct, or omission; or,
 - 2.7.4. The same shall happen by or through his or her failure to exercise the powers and to discharge their duties honestly in good faith with a view to the best

interests of KTCEA, which includes the duty to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

3. No provision of the Articles or the Policy Manual shall be construed as to relieve any Board Member or Officer from the duty to act in accordance with the Companies Act of Alberta or from liability under the Companies Act of Alberta.
4. KTCEA shall purchase and maintain insurance for the benefit of any person referred to in this section from personal liability in the event of legal action and in respect of its operations, keep in force adequate and appropriate policies of insurance for the purpose of, at a minimum, indemnifying the Board and its employees and school councils in respect of claims for:
 - 4.1. damages for death or personal injury,
 - 4.2. damage to property, and
 - 4.3. damage to property owned by the board in respect of which the board has an insurable interest;
 - 4.3.1. that the board has agreed to insure, or
 - 4.3.2. for which the board otherwise has or may have assumed liability.