

VISION PREP BOARD POLICIES

Governing Board

In April 2012 the Vision Preparatory Charter School Founding Board was formed. Meeting monthly since May 2012 the founding board has worked cooperatively to prepare our charter application. Our plan is for Founding Board members to become Governing Board members upon approval of charter status. The board of Vision Prep will control all of the operations and governance of Vision Prep (herein referred to as the Governing Board or the Board). The members of the Governing Board will be representative of the Memphis community and will have a wide range of experience and expertise including: finance, marketing, education, management and administration, law and fundraising. The Board will regularly seek feedback from parents and staff, and other constituents of the school, including community members, in developing and implementing school policies. The Principal will serve as a non-voting member of the Board. Upon approval of the charter and as required by Tenn. Code Annotated § 49-13-104 (3), a parent representative of a child who is enrolled at Vision Prep will be elected to the Governing Board.

The Vision Prep Governing Board shall ensure that all provisions of the charter are fulfilled in a manner consistent with the spirit and letter of the law. The Governing Board will oversee financial management of the school and approve the school budget. The Governing Board will also regularly review and approve the school's curriculum and calendar, as well as the organization's goals and objectives.

The Board's primary role is to provide oversight, while entrusting the day-to-day operations of the school to the Principal and teaching staff. The Board will ensure that Vision Prep is committed to a "no excuses" culture, implementing proven educational strategies, is fiscally responsible (implementing sound financial policies and procedures), adheres to the school's charter agreement with the authorizer and is compliant with all applicable local, state and federal laws. The governance and operational policies of Vision Prep will be designed to clearly delegate responsibility to appropriate parties and to set standards and expectations that can be used to measure performance and accountability.

To guide the Board's activities, a Board manual will be created and distributed to all members. The Board manual will include, but not be limited to, the following items:

- Overview information, including the school's mission statement and articulated goals
- By-laws and Articles of Incorporation
- Compliance with Open Meetings, Open Records laws. See T.C.A. §§ 8-44-101 et seq.; 10-7-503, 504.
- Ethics and Conflict of Interest standards
- Charter contract
- List of current Board members, offices held and terms
- List of committees, including purposes and objectives of each
- Board policies - including conflicts of interest policies and legal requirements
- School information - basic educational and organizational information pertaining to the school, such as a brief description of the curriculum, student achievement data and organizational chart
- Operating plan and strategic plan
- Current reports - financial, administrative, programmatic audit; annual report

The Board manual will be revised in collaboration with the Principal, the Vision Prep Board, and distributed to all Board members. A Vision Prep administrative staff member will be responsible for ensuring that all information within the manual is kept up to date. This manual provides Board members with clearly defined record of their particular roles and responsibilities which helps to preserve a healthy balance of governance/management between the Board and the school administration.

In addition to the Board manual, the school will also create a staff handbook that will include all human resources policies and other information needed for the school staff. A Scholar and Family Handbook, outlining major school and student policies (i.e., the Vision Prep Contract of Mutual Responsibilities, Code

of Conduct, enrollment, grading and attendance policies) will also be disseminated to the families of all children who attend the school. At the end of each school year, the Principal and the Board will review critical sections of both these handbooks and revise if necessary.

Board Composition and Terms of Office

Vision Prep Charter School will be governed by an eight-member Governing Board. As stated earlier, the Governing Board will be representative of the Memphis community and have a wide range of expertise, including finance, marketing, law, human resources, fundraising, philanthropy, community relations, elementary school administration and fundraising. Most importantly, the Board will consist of committed members who are:

- Firm believers that with hard work all children can and will realize their highest academic potential.
- Dedicated to furthering the vision and mission of Vision Prep.
- Eager to contribute time, experience and knowledge to the governance of Vision Prep.
- Willing to volunteer for one or more Board committees and to contribute the appropriate time and energy necessary to follow through on assigned tasks.
- Skilled in working in a team environment.

Board Recruitment

Priority skills set areas for selecting the present Vision Prep founding board members and future governing board members are listed below.

The priority areas are:

- Financial – both accounting and bigger picture financial management skills
- Real estate – facility identification, negotiation, financing and property management
- Fundraising – especially cultivating individual donors, building a donor base
- Public relations/marketing – especially as it relates to fundraising and community building
- Human resources – personnel policies, salaries, benefits
- Legal expertise – general law as opposed to educational law
- Education – especially accountability, systems, and big-picture administration of educational institutions
- Previous governance experience (non-profit or corporate)

When recruiting and selecting new board members, the board will follow these process guidelines:

Identification and vetting

1. Potential applicants identified using established collaborative partners like New Memphis Institute (formally the Leadership Academy) whose mission is to train local professionals and help connect them with local non-profits based on careful consideration of interests and expertise. Two of Vision Prep's founding board members, including the board chair, are graduates of this organization. Vision Prep will also solicit referrals from organizations like The Poplar Foundation and Building Excellent Schools.
2. Applicant learns more about the school through tour and meeting with Principal.
3. Principal recommends possible applicants to the Governance Committee for further consideration.

Application process

4. If invited to apply by Governance Committee, applicant submits a board application form.
5. Applicant meets with Principal and 1-3 board members at school or off-site.
6. Applicant attends a Board meeting.

Decision and orientation

7. Current board member nominates applicant for decision by full board.
8. Applicant goes through orientation process.

Once approved by the full board, new members are asked to sign a Performance Expectations agreement, select at least one working committee to belong to and are given a board orientation “package” outlining the board’s by-laws, the responsibilities of the board, board meeting procedures, the school’s accountability plan and a set of promotional and descriptive materials outlining the school’s mission and program.

Board Development

We believe that Board development is a critical part of creating and sustaining a high performing school. The Governing Board will invest the necessary funds and time to sustain an effective governing body. Our commitment to continual development is reflected in our annual retreat. In addition, the Board participates yearly in a self-evaluation that helps the Board better understand its strengths and weaknesses and serve as a useful tool for improvement. As necessary, the Board will use consultants for retreats, resource development and to assist with strategic planning and visioning. Funds (\$1,000) for annual board development and retreat have been allocated in the budget on line item 72410 196.

Board Self-Evaluation

As a part of the Board’s commitment to continual development, a planned annual retreat is scheduled to coincide with end of the academic year to review, in depth, the school’s and the Board’s performance in order to generate annual strategic plans. An integral part of the retreat is a self-evaluation tool that helps the Board better understand its strengths and weaknesses and serve as a useful tool for improvement. The Vision Prep Board self-evaluation is administered and reviewed for the following reasons:

- To ensure that the board is constantly seeking to fulfill the school’s vision and mission.
- To determine if the board is achieving its objectives in school policy development and specific board tasks.
- To pinpoint board strengths and weaknesses.
- To pinpoint the strengths and weaknesses of the individuals and the roles they fill.
- To foster growth and development of individual board members.
- To set a climate of assessment and evaluation for the entire school body.
- To highlight areas in which the school should grow and/or change.
- To demonstrate to the entire school community that the governing board takes its responsibilities seriously.
- To help those board members who are trying to provide better leadership in the community.
- To give perspective to board functions and allow the board to look at an overview of future tasks.

Biographies and other pertinent information about members of the initial Governing Board for Vision Prep appear later in this section. Four of the initial Governing Board members will serve a three-year term and three will serve a two-year term. Thereafter, Governing Board members will be elected on staggered terms. All Governing Board members’ terms will be for two years. If the child of the parent representative on the Governing Board graduates from Vision Prep before his or her term has expired, the parent will be allowed to complete their term. The structure of staggered terms will provide stability, while at the same time providing opportunities to infuse the Board with new contributors. The parent representative on the board will be initially selected by the Principal and interviewed by existing members of the initial Board. The parent representative will be added to the Board on a majority vote of Board members.

Board members will be recruited and nominated by the Governance committee (see below). The members of the Board will select the officers of the Board. The bylaws call for three Board officers: Chair, Treasurer, and Secretary. Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected. The Chair, in consultation with the Principal of the school, establishes the agenda for all meetings and presides at those meetings. The board Chair is appointed at the annual meeting of the board each year in May and serves a 1-year term. There is no term-limit placed on the board Chair position. When a board Chair plans to step down, all efforts are made to provide notice to the rest of the board well in advance of the May meeting so that a new candidate

for Chair can be identified by the board and trained by the current Chair. The Board may appoint one or more Board committees by vote of the majority of members. A Board standing committee will consist of no fewer than two members, who shall serve at the pleasure of the Board.

Committee Structure

Well-defined committees will strengthen the Vision Prep Governing Board, allowing for efficient and effective use of time and effort. Initially, our committees will include: education, school leadership and support, finance and human resources, governance, and development. The Board may establish other committees and/or task forces from time to time that it deems necessary for advancing the mission of Vision Prep or carrying out the responsibilities of the Board. Each Board Member serves on at least one committee, based on his or her area of interest and experience. Committees will work closely with the school administration, teaching staff, Board members and outside individuals and organizations when appropriate, to achieve its objectives.

Operation of the Board

The Board will meet at least quarterly to discuss Vision Prep's operations and hear reports and updates from each Board member, consider and adopt policies and consider requests and concerns from parents, students and teachers. A majority vote of those present at a Board meeting will constitute action by the Board. The Board may not act unless a quorum of 51% of the Board is present.

Per the T.C.A. §§ 8-44-101 et seq.; 10-7-503, 504. Open meeting and open records law, the Board will follow the Open Meetings and Records Law, which allows members of the public to attend charter school board meetings and restricts what actions a charter school board may take without a meeting or in private. Generally speaking, the Open Meetings and Records Law pertain to any convening of the school's at which the board intends to conduct the business of the school. This can include meetings at which the only business that the board plans to take up is a discussion, as well as those at which the school's board intends to take action.

As required by Open Meetings Law the board will give public notice of the date, time, and location of any board meeting scheduled at least a week in advance no less than 72 hours before the meeting. Public notice may be accomplished by posting notice of the meeting in one or more designated public locations *and* providing at least one media notice or advisory. A policy will be drafted so that copies of both types of notices are kept with the required minutes of school board meeting or kept in a separate notice file. For those circumstances which require that the school's board meet with less than one week's notice, the board will notify both the public and the news media "to the extent practicable" at a reasonable time prior to the meeting.

Ethics and Conflicts of Interest

As stated in TN state law, a governing body of a public charter school shall be subject to the provisions of §§ 12-4-101 and 12-4-102. If there is a conflict of interest on Vision Prep's board, perceived or real, the board members agree to inform the board of this conflict immediately, and will abstain from voting on any issue that may be a conflict of interest. If it is found that a board member is acting out of unlawful or unethical interest, that member shall be dismissed from the board.

Financial Oversight

Vision Prep will implement sound financial policies and practices to ensure the long-term viability of the school. These policies will include maintaining a balanced budget, creating a comprehensive budgeting process, conducting an annual audit of the financial statements, as well as an audit of internal procedures and controls (via an outside CPA firm), developing a system of checks and balances, and assigning clear roles and responsibilities to school administration, the Finance Committee and the Board.

A Finance Committee will be created by the Board to oversee the financial operations of Vision Prep. The Committee will work closely with the Vision Prep Principal and Director of Operations to develop and execute responsible fiscal policies and practices. On a monthly basis, the Finance Committee will report to the Board on the financial health of the school. The report will include updated financial statements (income statement, balance sheet, cash flow statement) and any other material financial information needed for the Board to carry out its responsibilities.

BOARD COMPLAINT PROCESS

Both the school and the Board work in conjunction with one another to hear and resolve any complaints. If a problem arises, both the school and the Board encourage the complainant to address the problem directly with the staff member(s). If the complainant is dissatisfied with the proposed resolution by the appropriate faculty or staff member, the complaint should be delivered in writing to the Principal. The Principal will receive a written report from the appropriate faculty or staff member. After reviewing the written statements by the staff member and the complainant and undertaking any additional investigation deemed necessary by the situation, the Principal will present an appellate decision to the complainant. Board members will not hear complaints that have not followed this procedure.

If the situation has still not been resolved, the complainant may appeal the decision to the Board. If the situation has still not been resolved, the Board encourages attendance at the next regularly scheduled meeting of the Board of Trustees. The Board will not hear complaints that have not first followed these procedures.

If an individual believes that the school has violated any provision of the charter school law or regulations, he or she may file a formal complaint with the Board. After receiving the complaint, the Board must send a written response to the individual within 30 days. If the Board does not address the complaint to the individual's satisfaction, the individual may submit the complaint to the charter school's authorizer.

CONFLICT OF INTEREST POLICY

(Sample for Board review, adapted from template found at Charter School Tools charterschooltools.org)

Article I Purpose

The purpose of the conflict of interest policy is to protect Vision Preparatory Charter School's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Vision Preparatory Charter School or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest, other than de minimis, in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with Vision Preparatory Charter School or with any entity or individual with which Vision Preparatory Charter School has a transaction or arrangement, or
- c. A potential ownership or investment interest, other than de minimis, in, or compensation arrangement with, any entity or individual with which Vision Preparatory Charter School is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. Notwithstanding anything herein, a conflict of interest shall not exist and no review or action by any governing board or committee shall be necessary for one or more grants in an aggregate amount of Five Thousand Dollars (\$5,000) or less in any single calendar year, from the Organization to an organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code, where a financial interest as described herein exists.

3. Procedures for Addressing a Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Vision Preparatory Charter School can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Vision Preparatory Charter School's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from Vision Preparatory Charter School for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Vision Preparatory Charter School for services is precluded from voting on matters pertaining to that member's compensation.
- c. A voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Vision Preparatory Charter School, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands Vision Preparatory Charter School is a non-profit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure Vision Preparatory Charter School operates in a manner consistent with non-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Vision Preparatory Charter School's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Vision Preparatory Charter School may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.