

BOARD GOVERNANCE POLICIES

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I. Board Meetings

The Board will comply with the requirements set forth in the South Carolina Freedom of Information Act ("FOIA") and any other applicable laws concerning notice and conduct of Board meetings.

A. Notice of Meetings

1. Regular Meetings

The Board will establish and provide written public notice of an annual schedule of the Board's regular meetings at the first regular meeting of the Board in a new fiscal year. The notice will include the dates, times, and places of such meetings. The Board may, in its discretion, change the time and place of such regular meetings or to make them more or less frequent with appropriate notice.

2. Special Meetings

Special meetings of the Board may be called by the Board Chair, with at least a twenty-four hours' notice, except in an emergency.

3. Emergency Meetings

Emergency meetings of the Board may be called by the Chair, the Vice Chair in the Chair's absence, or three members of the Board in the absence of the Chair and the Vice Chair. Emergency meetings do not require twenty-four hours' notice. An emergency is an unforeseen occurrence or combination of circumstances which call for immediate action or remedy. An emergency must be real and determined in light of the situation.

B. Meeting Agendas

A meeting agenda will be posted at HCA and on HCA's website at least twenty-four hours prior to any regular or special meeting. An agenda is not required for an emergency meeting.

The Board will follow the order of business set by the agenda, unless the order is altered by a majority vote of the members present. Items of business not on the agenda should not be added to the agenda and acted upon by the Board within 24 hours of the Board meeting, unless 2/3 of the members present and voting vote to add the item to the agenda upon a finding that an emergency or exigent circumstance exists.

C. Executive Session

The Board, by majority vote, may go into executive session for reasons provided for by law. Only upon request of the Board may persons other than Board members be present during executive sessions.

Before going into executive session, the Board Chair will put the question of whether to meet in executive session to a vote, stating the specific purpose of the executive session, i.e., identifying the matter(s) to be considered in executive session. However, when discussing a student or employment matter, the identity of the individual being discussed is not required to be disclosed to satisfy the requirement that the specific purpose of the executive session be stated.

As permitted by law, executive session matters may involve the following:

- discussion of student matters
- discussion of employment, appointment, compensation, promotion, demotion, discipline, or release of an employee
- discussion of negotiations incident to proposed contractual arrangements
- discussion of proposed sale or purchase of property
- receipt of legal advice, where the legal advice relates to a pending, threatened, or potential claim; other matters covered by the attorney/client privilege; or settlement of legal claims
- discussion regarding development of security personnel or devices discussion of investigative proceedings regarding allegations of criminal misconduct

The Board will not take any formal action in executive session except to adjourn or return to public session. Specifically, the Board will not take a vote in executive session nor will it poll members. A vote may be taken on any action discussed in executive session only after the Board returns to open session. Formal action means a recorded vote committing the Board to a specific course of action. Board members and other persons attending the executive session are duty bound not to disclose matters discussed in executive session. The duty to maintain the confidentiality of matters discussed during executive session is essential to protect HCA's legal interests, as well as the interests of its employees and students.

D. Meeting Minutes

Minutes of all public meetings, excluding executive session, must be kept in writing and be available to the public for inspection within a reasonable time after the meeting. Such minutes must contain, at a minimum, the date, time, and place of the meeting, the names of the members present at and absent from the meeting, and a description of all matters proposed, discussed, and decided.

Legal references:

S.C. Code, 1976, as amended:

Section 30-4-10, *et seq.* - South Carolina Freedom of Information Act

II. Freedom of Information

HCA recognizes the right of any person, subject to the provisions of the South Carolina Freedom of Information Act ("FOIA"), to inspect or receive copies of any public record, as defined by law, in accordance with reasonable rules concerning time and place of access. In this regard, the following provisions govern such requests:

- All requests to inspect and/or receive copies of records should be made in writing to the attention of the Board Chair or Executive Director.
- Within 15 business days of receipt of a written request to copy, review, or receive public records, the Board Chair or Executive Director will send written notification to the person making the request. The notification will confirm whether or not the records are subject to disclosure, when the records can be made available, and state approximate actual costs, if any, which will be incurred by HCA and charged to respond to the request. Specifically, the FOIA allows the collection of reasonable fees, not to exceed actual cost, for personnel time expended in research and retrieval of information and for reproduction of material.

The following materials are usually exempt from disclosure:

- Records that are specifically required by federal or State statute or regulation to be kept confidential;
- Records related to an investigation or prosecution of criminal activity;
- Information of a personal nature where the public disclosure thereof will constitute unreasonable invasion of personal privacy;
- Documents incidental to proposed contractual arrangements and proposed sale or purchase of property;
- Salaries of employees, except as provided by the FOIA;
- Correspondence or work products of legal counsel for HCA and any other material that would violate attorney-client relationship;
- Personally identifiable information in educational records;
- Test questions, scoring keys and other materials when disclosing such documents would compromise the validity of the test;
- Materials gathered by a public body during a search to fill an employment position, except as provided by the FOIA; and
- Any other matters exempt from disclosure under the FOIA.

Legal references:

S.C. Code, 1976, as amended:

Section 30-4-10, *et seq.* - South Carolina Freedom of Information Act

III. Conflict of Interest

All matters in which a possible conflict of interest may exist for a Board member or employee shall be handled in accordance with the South Carolina State Ethics Commission Rules of Conduct, which are set forth by statute at S.C. Code Ann. § 8-13-700 *et seq.* Such Rules of Conduct include the following:

A Board member or employee must not:

- use his/her position or office for financial gain of himself/herself, a family member, an individual with whom he/she is associated, or a business with which he/she is associated (Section 8-13-700(a))
- make, participate in making or in any way attempt to use his/her office to influence a governmental decision in which he/she, a member of his/her immediate family, an individual with whom he/she is associated or a business with which he/she is associated has an economic interest (Section 8-13-700(b))
- fail to report the receipt of anything of value worth \$25 or more under certain circumstances (Section 8-13-710)
- receive compensation to influence action (Section 8-13-705)
- receive additional monies as payment for advice or assistance given in the course of their employment (Section 8-13-720)
- receive anything of value for speaking before a public or private group if the employee is acting in an official capacity (Section 8-13-715)
- use government personnel, equipment or materials in an election campaign (Section 8-13-765)
- use or disclose confidential information gained in the course of employment (Section 8-13-725)
- cause the employment, appointment, promotion, transfer or advancement of a family member to a state or local office or position in which the public official, public member or public employee supervises or manages (Section 8-13-750)
- participate in an action relating to the discipline of the public official's, public member's or public employee's family member (Section 8-13-750)
- serve as a member or employee of a governmental regulatory commission that regulates any business with which the employee is associated (Section 8-13-730)

- represent another person before a governmental entity (Section 8-13-740)
- have an economic interest in a contract if the employee is authorized to perform an official function relating to the contract (Section 8-13-775)
- use or disclose confidential information in any way that would affect his/her economic interest (Section 8-13-725)

No Board member may take the oath of office or enter upon official responsibilities unless he/she has filed a statement of economic interests with the State Ethics Commission. (Section 8-13-1110(A)) In addition, certain public employees are required to file a statement of economic interests with the State Ethics Commission before entering his/her official responsibilities, including the Executive Director, chief finance official, and the chief purchasing officer. (Section 8-13-1110(B))

Further, Board members, the Executive Director, the chief finance official, and the chief purchasing officer shall annually file an updated statement for the previous calendar year, no later than noon on March thirtieth of each calendar year. (Section 8-13-1140)

Adopted 8/23/16

Legal references:

S.C. Code, 1976, as amended:

Section 8-13-700, *et seq.* - State ethics law.

Section 59-40-50 (11) - Charter school subject to the State ethics law.

IV. Board Roles and Responsibilities

Board Member Status

Power vested in the Board is vested as a body. The legal status of every individual serving on the Board is that of “member.” This legal status does not authorize an individual of the Board to act on behalf of or legally bind the Board, unless specifically authorized by a majority vote of the Board.

Responsibilities of the Board

The Board is the governing body charged with the responsibility for the overall governance of HCA. The most notable responsibilities include:

- Create and support a clear mission, vision, and performance objectives;
- Review and maintain bylaws;
- Establish, interpret and enforce policies consistent with HCA’s principles of honor, integrity, and service;
- Ensure fiscal health of HCA including capital assets, operating budgets, fundraising, and endowments;
- Adopt the annual financial budget;
- Approve monthly General Fund and other reports and approve expenditures as required by Board policy and law;
- Hire, support, manage, and assess the Executive Director;
- Require reports of the Executive Director concerning the school’s progress;
- Evaluate itself and develop itself through orientation, ongoing education, and leadership succession planning;
- Attend state mandated board training as soon as possible after being elected or appointed to the Board;
- Establish strategic plans;
- Comply with South Carolina’s Freedom of Information Act by conducting open and public meetings where required, complying with notice provisions, and maintaining full and accurate records of meetings, committees, and policies as required by the FOIA;
- Ensure all members are actively involved in the work of the Board and committees;
- Comply with federal and state laws, regulations, and rules;
- Lease, purchase, or otherwise acquire, by any lawful means, real and personal property which is necessary and convenient to fulfill HCA’s purposes;
- Act as a final appeals board for personnel, parent, and student grievances;
- Hear communications, either written or oral, from stakeholders related to matters of policy;
- Act as charter school advocates and liaisons between the community and school;
- Carry out such other duties as required or described in the HCA charter.

Board Accountability

The Board is accountable for meeting the terms of the HCA charter and attaining established goals and objectives set forth in the HCA charter document. Furthermore, the Board is committed to meeting the legislative intent of raising student achievement and shall ensure HCA operates in a fiscally responsible manner evidenced by an annual audit.

V. New Member Orientation/Board Member Development Opportunities

This policy will establish expectations for orienting new Board members, support the Board's commitment to continuous growth and development of its members, as well as ensure the Board's accountability to the public.

Orientation for new members

As soon as possible after taking office, each Board member will complete an orientation program required by the South Carolina Charter Schools Act on the powers, duties, and responsibilities of Board members. At a minimum, this training should include topics on:

- Fiduciary responsibilities of boards
- Roles and responsibilities with policy development, personnel, instructional programs, school finances, school law, ethics, and community relations
- Board accountability
- Conflicts of interest
- Open meetings and open records
- Best Practices in Charter School Governance

The Board Chair will provide each newly elected member materials pertinent to Board operations.

Board member development opportunities

The Board will encourage all of its members to participate in meeting and activities of state, area, and national associations supporting charter schools, and other educational groups, and to study and examine the materials received from these organizations.

The Board will appropriate adequate funds in the school's annual approved budget to support and promote professional development opportunities for each of its members to satisfy the provisions of this policy.

Legal references:

S.C. Code, 1976, as amended:

Section 59-40-155- Orientation programs for board members and administrators.

VI. Board Member Compensation and Expenses

Compensation

Board members will not receive compensation for service on the Board.

Expenses

Board members may be reimbursed for actual reasonable and necessary expenses to cover the costs of conferences and/or training sessions which they attend as representatives of the Board. Expenses may include actual travel costs (airline ticket or mileage, registration fees, and lodging), plus a meal allowance as allowed by the Internal Revenue Service or other state travel regulations, when these costs are within the Board's budget.

A Board member requesting reimbursement for conference attendance must submit a HCA expense voucher for incurred expenses.

Legal references:

S.C. Code, 1976, as amended:

Section 8-15-10 - Compensation of public officials.

VII. Board Conduct and Code of Ethics

This policy establishes expectations of ethical conduct by HCA Board members.

A Board member should honor the high responsibility that his/her membership demands by doing the following:

- Each member shall work diligently to uphold the mission of the school, to be an ambassador in the community for the school, and to support the appropriate and efficient use of resources, including financial and human capital.
- Each member shall uphold and enforce laws, rules, regulations, and other mandates pertaining to public charter schools.
- Each Board member shall reflect through action that his or her utmost concern is for the welfare of the students served by HCA.

A Board member should respect his/her relationship with other members of the Board by doing the following:

- Board members agree to communicate on Board related correspondence in a timely manner.
- Each Board member shall ensure proper execution of duties and active engagement in the work of the Board. Board members shall make every effort to attend all Board meetings and functions sponsored by the Board. Further, Board members shall attend all meetings fully prepared to actively discuss and deliberate on matters requiring board attention or resolution. This extends to fully reviewing all documentation provided in advance of Board meetings including meeting agendas, minutes, and attached documentations supporting Board discussion or action.
- Board members shall work in a spirit of harmony and cooperation in spite of differences of opinion or philosophy that may arise during discussion and resolution of issues.
- Members shall communicate with fellow Board members, staff, parents, and community members in a respectful, professional manner at all times.
- Each member shall comply with the provisions of the FOIA related to participating in executive/closed sessions.
- Board members shall maintain confidentiality of all discussions and other matters pertaining to Board business during executive sessions of the Board or related to matters or information protected by law.
- Each Board member shall engage fully in discussion prior to casting a vote and shall vote only on matters where the member has full understanding and adequate and appropriate information to make an informed decision.
- After casting a vote on any issue, each member agrees to abide by and support all majority decisions of the Board.
- Each Board member shall conduct him or herself publicly in a manner befitting a public official and shall remember that personal actions and behavior reflect upon the school.

A Board member should maintain a desirable relationship with the Executive Director and his/her staff by doing the following:

- The Board vests authority for management of HCA in the Executive Director and in good faith shall not undermine the authority of the Executive Director or intrude into responsibilities that appropriately belong in the Executive Director's scope of management.
- The Board shall make reasonable efforts to keep the Executive Director informed of concerns or specific recommendations that any Board member may bring forth to the Board as a whole or a committee of the Board.
- The Board shall honor established protocol and respective policy related to student, parent, or staff grievances.

Financial Governance

Each Board member shall require and regularly review financial information and shall ensure proper stewardship of public funds related to appropriate, efficient, and responsible use. In addition, each member shall carefully protect and monitor the fiscal health of HCA and support actions which ensure sustainability of the school.

Legal references:

S.C. Code, 1976, as amended:

Section 8-13-700, *et seq.* - State ethics law.

Section 59-40-50 (11) - Charter school subject to the State ethics law.

VIII. Policy Adoption, Revision, and Repeal

The Board considers policy development as one of its chief functions. In formulating policy, the Board will consult with personnel, students, or parents who may be affected by the policy or who may request input into the development of the policy.

The Board or a designated committee of the Board, in consultation with the Executive Director, will develop or revise a policy and shall present the draft as an item of information at a regularly scheduled Board meeting.

After discussion and input from Board members, drafted policies will be reviewed by HCA's legal counsel. Legal counsel will provide suggested revisions to the drafted policy, and this will be provided for review by the Board at a regularly scheduled Board meeting where the Board will vote to adopt or revise the policy.

The above-referenced process will also be followed to repeal a policy.

For matters of unusual urgency, the Board may elect to waive the item of information meeting notice and vote to adopt, revise, or repeal a policy at a Board meeting.

Records of Policies

The formal adoption of policies will be recorded in the minutes of the Board. All Board policies must be in written form. Policies and amendments to policies shall be effective immediately upon adoption unless a specific effective date is provided.

IX. Board Records

This policy establishes provisions for maintaining official Board records.

Custody of Records

All official records of the Board shall be kept and safeguarded by the Executive Director who shall also be responsible for the safekeeping of all official papers, including titles, contracts, obligations, and other documents which belong to the Board or pertain to its business.

Record Retention

Record retention of Board records shall follow the school's records retention schedule, which is compliant with state records retention mandates.