



Cornerstone Academy Preparatory School
Board Playbook

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To be reviewed annually

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School Mission

Cornerstone Academy Preparatory School prepares scholars in kindergarten through grade six to excel in college preparatory secondary schools and beyond. Cornerstone Academy provides a structured, rigorous education emphasizing literacy and mathematics that lays the foundation for academic success.

Core Values and Culture

At Cornerstone Academy, we believe that strong character development is essential for preparing our students for future success and the culture of our school is defined by the following values:

Personal Responsibility: “I am responsible for my actions.”

Respect: “I treat others the way I want to be treated.”

Integrity: “I do the right thing, even when no one is watching me.”

Determination: “I work hard no matter what because I am going to college.”

Excellence: “I do my best in school and in life.”

All members of the Cornerstone community, including school trustees, are held accountable to consistently demonstrating these core values as we collectively work to ensure our mission is achieved for all of our students.

Role of the Cornerstone Board of Directors

Defining the Work of the Board

The Board of Directors is responsible for ensuring that the school remains faithful to its mission, financially viable, and true to the terms of its charter. The Board of Directors is made up of a diverse group of individuals that collectively possess expertise in critical areas of charter school governance, including finance, legal, education, fundraising, community outreach, marketing, and charter school operations.

The collective and individual roles of Board members include:

- Holding the organization accountable to its charter and federal, state, and local law
- Setting long-range organizational goals and developing strategic plans to meet them
- Reviewing and approving the school's operational budget
- Hiring and evaluating the Executive Director
- Reviewing, negotiating, and approving major contracts on behalf of the school
- Providing expertise and professional advice in areas such as law, accounting, business, finance, marketing, publicity, and educational programming
- Fundraising for capital and operating expenses as well as soliciting in-kind contributions
- Promoting the school in the local community and the greater San Jose community
- Recruiting and electing new Board members if a seat becomes vacant or the need is recognized for additional expertise

The Board will be a governing body, and day-to-day management responsibilities of the school shall be delegated by the Board to reside solely with the Executive Director and the leadership team that he or she hires. The Board of Directors will maintain active and effective control of the school primarily in their relationship with the Executive Director who will serve on the Board in a non-voting, *ex officio* capacity. Along with an effective reporting structure and attendance at regularly scheduled meetings, the Board will set in place evaluative measures that gauge the effectiveness of the Executive Director as well as the educational programs of the school. Further, the Board will establish a Governance Committee which will oversee the continuing recruitment and orientation of qualified Directors, and will establish an evaluation process to assess its efficacy on an annual basis.

Board Member Job Descriptions

To ensure that board members are able to fully execute their responsibilities, a clear understanding of the requirements of the role is vital. The following job descriptions offer clarity around the key roles and responsibilities of full board members. Additional job descriptions for officer roles are also provided here.

As described in the bylaws, there will be four Officers of the Board of Directors. Each officer is elected by the full Board.

The **Board Chair** leads the Board of Cornerstone Academy. The Board Chair is expected to preside at all meetings, to guide the board in the enforcement of all policies and regulations relating to Cornerstone Academy, and to perform all other duties normally incumbent upon such an officer. The Board Chair shall appoint all members, including the chair of each standing committee and all other committees deemed necessary by the board. The Board Chair may serve as an *ex-officio* member of each committee.

The **Vice-Chair** serves in the capacity of Board Chair in the event that the Board Chair is absent. The Vice Chair will be expected to chair a committee according to interest and expertise.

The **Secretary** is the chief record keeper for the Board and is responsible for ensuring that the actions of the Board are documented. The Secretary will, in advance of meetings, provide written agendas of the sessions of the full Board and the meetings of the standing committees, and distribute to Board members appropriate background information on subjects to be discussed. The Secretary will prepare and provide written minutes to Board members in the specified time, file approved minutes, and maintain the official list of Board members in accordance with procedure.

The **Treasurer** is entrusted with the financial responsibilities of the Board. The Treasurer serves as financial officer of the organization and as chair of the Finance Committee. The Treasurer manages, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities. The Treasurer works with the Executive Director to ensure that appropriate financial reports including the annual budget are made available to the Board on a timely basis for approval. The Treasurer also reviews the annual audit and answers Board members' questions about the audit.

Board Member Job Description

General Responsibilities:

Board members are responsible for ensuring that the academic program of Cornerstone Academy is successful, that the school's program and operation are faithful to the terms of its charter, and that the school is a viable organization.

Specific Responsibilities:

- 1. Determine the mission and purpose of Cornerstone and keep it clearly in focus**
 - Create and periodically review the mission statement which:
 - a. serves as a guide to organizational planning, board and staff decision-making, volunteer initiatives, and setting priorities among competing demands for scarce resources.
 - b. is used as the vehicle for assessing program activities to ensure that the organization is not drifting away from its original purposes.
 - Understand and support the mission statement.
- 2. Select the CEO**
 - Reach consensus on the CEO's job description.
 - Undertake a careful search process to find the most qualified individual.
 - Oversee and approve contract negotiation and renewal.
- 3. Support and review the performance of the CEO**
 - Provide frequent and constructive feedback.
 - Assist when board members overstep prerogatives or misunderstand their roles.
 - Compliment for exceptional accomplishments.
 - Provide for an annual written performance review with a process agreed upon with the CEO well in advance.
- 4. Ensure effective organizational planning**
 - Approve an annual organizational plan that includes concrete, measurable goals consistent with the charter and accountability plan.

- 5. Ensure adequate resources**
 - Approve fundraising targets and goals.
 - Assist in carrying out the development plan.
 - Make an annual gift at a level that is personally meaningful.
- 6. Manage resources effectively**
 - Approve the annual budget.
 - Monitor budget implementation through periodic financial reports.
 - Approve accounting and personnel policies.
 - Provide for an independent annual audit by a qualified CPA.
 - Ensure the full board has the proper training to be effective stewards of public funding.
 - Ensure adequate insurance is in force to cover students, staff, visitors, the board and the assets of the school.
- 7. Determine, monitor and strengthen the programs and services**
 - Assure programs and services are consistent with the mission and the charter.
 - Approve measurable organizational outcomes.
 - Approve annual, attainable board and management level goals.
 - Monitor progress in achieving the outcomes and goals.
 - Assess the quality of the program and services.
- 8. Enhance Cornerstone Academy's public standing**
 - Serve as ambassadors, advocates and community representatives of the organization.
 - Ensure that no board member represents her/himself as speaking on behalf of the board unless specifically authorized to do so.
 - Provide for a written annual report and public presentation that details Cornerstone Academy's mission, programs, financial condition, and progress made towards charter promises.
 - Approve goals of an annual public relations program.
- 9. Ensure legal and ethical integrity and maintain accountability**
 - Establish policies to guide the organization's board members and staff.
 - Develop and maintain adequate personnel policies and procedures (including grievance mechanisms).
 - Adhere to the provisions of the organization's bylaws and articles of incorporation.
 - Adhere to local, state and federal laws and regulations that apply to the organization.
 - Ensure compliance with all federal state and local government regulations.
- 10. Recruit and orient new board members and assess board performance**
 - Define board membership needs in terms of skill, experience and diversity.
 - Cultivate, check the credentials of, and recruit prospective nominees.
 - Provide for new board member orientation.
 - Conduct an annual evaluation of the full board and individual trustees.

Officers of the Board

Board Chair Job Description

Member of: The Board of Trustees

Elected by: The Board of Trustees

Reports to: The Board of Trustees

Supports: CEO

Term of Office: One year; renewable for three consecutive years with the approval of a majority vote of the board.

General Responsibilities:

The chair is the senior volunteer leader of the organization who presides at all meetings of the Board of Trustees and other meetings as required. The Chair is an ex officio member of all committees of the organization. The Board Chair oversees implementation of board and organizational policies and ensures that appropriate administrative practices are established and maintained.

Specific Responsibilities:

1. Works with the CEO, other board officers, and committee chairs to develop the agendas for Board of Trustees meetings, and presides at these meetings.
2. In consultation with other board officers, appoints volunteers to key leadership positions, including positions as chair of board committees and task forces, and cultivates leadership succession.
3. Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities.
4. Works with the Board of Trustees and paid and volunteer leadership, in accordance with the organization's bylaws and mission, to establish and maintain systems for:
 - Planning the organization's human and financial resources and setting priorities for future development.
 - Reviewing operational effectiveness and setting priorities for future development.
 - Ensuring the legal and ethical standard
 - Hiring and evaluating the CEO
 - Developing and maintaining an effective board culture
 - Developing an effective pipeline of future leaders of the board
5. In conjunction with the Governance Committee, manages the development of the Board in order to help it work more effectively and efficiently.
6. Works with the CEO and other board officers to develop both immediate and long-term goals and expectations for the board that support organizational priorities and governance concerns.
7. Communicates effectively with and supports the CEO in his/her job as manager of the organization. In this capacity, focuses on ensuring that the board governs rather than manages.
8. Works with the Committee Chairs and the CEO to keep apprised of committee work and to ensure that committees have the resources needed to do their job. Also, works to ensure effective and efficient communications between the committees and the Board.
9. Creates a safe environment for decision-making by inviting participation, encouraging varying points of view and stimulating a frank exchange of ideas in an effort to provide shared decision-making.

10. Communicates with the Board effectively so the board information system focuses on decision-making, stimulates participation and supports an appropriate balance of responsibility between board and staff.

11. Links with major stakeholders when it is agreed that the Chair is the most appropriate person to represent the organization at a key meeting, write an editorial for a newspaper or thank a major donor.

Qualifications:

- Commitment to and energy to support the organization and its values; an understanding of the organization's mission and goals, and the distinctions between governance and management.
- Strong leadership skills to inspire a shared vision for the organization and for the Board's work. Stimulated by a commitment to the mission, the Chair should guide the Board toward articulating and committing to a commonly held perception of the future of the organization.
- Strong network of relationships within the greater community to leverage resources for the organization.
- Strong shared vision with CEO about school mission and goals for student achievement.
- Strong facilitation and communication skills and an understanding of group process.
- Objectivity so that dialog is productive and contributions are encouraged from all sides of an issue.
- Decisiveness in order to tackle and resolve difficult issues and to keep the business of the Board moving.
- An ability and willingness to support, encourage, and develop a strong, entrepreneurial CEO.
- Strong organizational skills.

Indicators of effectiveness:

- Meets annual goals as identified and adopted at the beginning of the leadership term, including specific goals for development.
- Is perceived by other board members as being fair, open to all points of views, decisive, and contributing to a culture that focuses on results.
- Is perceived by the CEO as supporting and adding value to their work.
- Is perceived by a majority of parents and other community members as being accessible, fair, constructive, and representative of the interests of the broader school community.

Board Vice Chair Job Description

Member of: The Board of Trustees

Elected by: The Board of Trustees

Reports to: The Board of Trustees

Supports: The Chair

Term of Office: One year; renewable for three consecutive years with the approval of a majority vote of the board.

General Responsibilities:

The Vice Chair is the secondary volunteer leader of the charter school and as such, discharges the duties of the Chair as required in the Chair's absence. The Vice Chair supports the activities of the Chair including sharing responsibilities as appropriate.

Specific Responsibilities:

1. In Chair's absence:
 - Presides at meetings of Board of Trustees
 - Serves as ex officio member of standing committees
2. Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities.
3. Works with the Chair to assist in developing the agendas for Board of Trustees meetings.
4. Advises the Chair on appointing volunteers to key leadership positions, including positions as chair of board committees and task forces.
5. Assists the Chair by taking on responsibility as necessary for communication with Committee Chairs.
6. Supports and challenges the Chair in all his/her responsibilities to ensure organizational priorities and governance concerns are addressed in the most effective and efficient manner.
7. Represents the board in the community, especially at events at which the chair cannot attend.
8. Other duties as delegated by the Chair.

Qualifications:

- Commitment to and energy to support the organization and its values; an understanding of mission and goals, and the distinctions between governance and management.
- Strong leadership and collaborative skills to support the Chair and to offer alternative proposals in the interest of best serving the organization.
- Strong facilitation and communication skills and an understanding of group process.
- Objectivity so that dialog is productive and contributions are encouraged from all sides of an issue.
- Decisiveness in order to tackle and resolve difficult issues and to keep the business of the board moving.
- Strong organizational skills.

Indicators of effectiveness:

- Meets annual goals as identified and adopted by the board at the beginning of the leadership term.
- Is perceived by other board members as being fair, open to all points of views, decisive, and contributing to a culture that focuses on results and student achievement.
- Is perceived by the CEO as supporting and adding value to their work.
- Is perceived by a majority of parents and other community members as being accessible, fair, constructive, and representative of the interests of the broader school community.

Board Treasurer

Member of: The Board of Trustees

Elected by: The Board of Trustees

Reports to: The Chair and the Board of Trustees

Supports: CEO, Business Manager, accountant or bookkeeper, and auditors as necessary.

Term of Office: One year; renewable for three consecutive years.

General Responsibilities:

Provides direction for the financial management of the organization and facilitates the board in meeting its financial oversight responsibilities.

Specific Responsibilities:

1. Chair of the Finance Committee.
2. Provides direction for the oversight of the organization's record keeping and accounting policies.
3. Ensures the presentation of timely and meaningful financial reports to the board.
4. Ensures the development of an annual budget and its submission to the Board for its approval. Leads the monitoring of budget implementation.
5. Oversees development and board review of financial policies and procedures. With the Finance Committee, monitors the adherence to financial policies and procedures adopted by the Board.
6. Develops and monitors any investment policies adopted by the Board.
7. Ensures that assets are protected and invested according to board policy.
8. Leads the board in assuring compliance with federal, state and other financial reporting requirements.
9. Presents the recommendation of the auditor to the Board for their approval. With the Finance Committee reviews the results of the audit including the management letter, develops a plan for remediation, if necessary, and presents the results to the Board.
10. Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities.
11. Takes responsibility for designing an annual board education program so that all board members can effectively conduct oversight of the financial health of the organization.

Qualifications:

- The treasurer must display a commitment to the organization and its principles, mission and goals, and the distinctions between governance and management.
- A strong understanding of the record keeping, accounting systems, financial reports and financial policies and procedures.
- An ability to focus on both the short-term and long-term financial health of the organization.

Indicators of effectiveness:

- Meets annual goals as identified and adopted by the board at the beginning of the leadership term.
- Is perceived by other board members as being transparent and efficient in delivering financial reports and as being aggressively protective of the integrity of the organization's fiscal management.
- Is perceived by the CEO as supporting and adding value to their work.

- Is perceived by a majority of parents and other community members as being accessible, fair, constructive, and representative of the interests of the broader school community.

Board Secretary

Member of and Elected by: The Board of Trustees

Reports to: The Chair and the Board of Trustees

Supports: Member of the staff or volunteer taking minutes.

Term of Office: One year; renewable for three consecutive years.

General Responsibilities:

Provides direction for the keeping of legal documents including minutes of all meetings of the board of the school.

Specific Responsibilities:

1. Certify and keep at the principal office of the corporation the original, or a copy of the by-laws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such a place as the Board may determine a book of minutes of all meetings of the Trustees and meetings of committees. Minutes shall record time and place of meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting and the proceedings thereof.
3. Present for approval by the Board copies of all minutes of meetings of the board.
4. Ensure that all notices are duly given in accordance with the provisions of the by-laws or as required by law.
5. In general, serves as the protocol officer of the board, ensuring that the keeping and posting of meeting minutes, meeting notifications, adherence to open meeting laws, and other procedural requirements are followed legally and ethically.
6. In general, perform all duties incident to the Office of the Clerk and such other duties as may be required by law, by the Articles of Incorporation or by-laws, or which may be assigned to him or her from time to time by the Board of Trustees.
7. Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities.

Qualifications:

- A commitment to the organization and an understanding of the organization and its values, mission and goals and the distinctions between governance and management.
- An understanding of the required record keeping and the laws of the jurisdiction (city, state) in which the organization operates.
- A capacity for attention to detail.

Indicators of effectiveness:

- Meets annual goals as identified and adopted by the board at the beginning of the leadership term.
- Is perceived by other board members as being an accurate and reasonable steward of the decision-making history of the organization and as being ever mindful of the duties and requirements of public service.

- Is perceived by the CEO as supporting and adding value to their work.
- Is perceived by a majority of parents and other community members as being accessible, fair, constructive, and representative of the interests of the broader school community.

Board Member Attendance Policy

Purpose

This policy was developed with the recognition that Board membership is voluntary and that individual members contribute their time and energy in different ways. However, because Board meetings are the only forum during which the Board can discuss and vote on major organizational policies and decisions, attendance at these meetings carries a special importance. All Board members will receive a copy of this policy to ensure that everyone is properly informed about the expectations for Board attendance.

Definitions

“Notified” Absence: For an absence to be a “notified” absence, a Board member must notify the person running the meeting (usually the Chair or Vice-Chair) by 12:00 pm the day of the meeting that he/she will be absent.

“Un-notified” Absence: For an absence to be an “un-notified” absence, a Board member failed to notify the person running the meeting (usually the Chair or Vice-Chair) by 12:00 pm the day of the meeting that he/she will be absent.

Board Attendance Problem

If any of the following conditions exist, it is considered a Board attendance problem:

1. The member has two *“un-notified”* absences in a row.
2. The member has two *“notified”* absences in a row.
3. The member misses one quarter of the total number of Board meetings during one of their term years.

Remote Participation

Board members are allowed to participate remotely with prior permission of the chair. Such participation is not considered attendance for the purposes of this policy and remote participants shall not be allowed to vote unless their location has been agendized and in compliance with the Brown Act.

Process for Responding to a Board Attendance Problem

The Board Secretary will keep track of Board member attendance through the Board meeting minutes and will provide this information to the Chair. The Chair will directly contact a Board member who is at risk of potentially violating the policy to issue both a verbal and written warning as well as discuss the problem. If a Board member does violate the policy, the Chair will bring this to the attention of the Board for discussion, after which point a majority vote will be held to determine possible termination from the Board.

Board Meeting Schedule

The Governing Board of Cornerstone Academy will meet consistently over the course of the year. The Governing Board is subject to and will comply with the Ralph M. Brown

Act.¹http://www.cfac.org/Law/BrownAct/Text/ba_text.html Accordingly, all Board meetings will be open to the public. Meeting notices and agendas will be made available and posted to the public prior to board meetings, both online as well as physical posting at the school site for public viewing. Meeting minutes and board actions are recorded and available to the public. The Governing Board has also approved a Conflict of Interest policy to ensure that the deliberations and decisions of the school are made in the interests of the community as a whole, and to protect the interests of the school when it is contemplating entering into a transaction, contract, or arrangement that might benefit the private interest of an Interested Director, Officer or Person..

Board Bylaws and Articles of Incorporation

ARTICLE I NAME

Section 1. NAME. The name of this Corporation is Cornerstone Academy Preparatory School, Inc.

ARTICLE II PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of the Corporation is 1598 Lucretia Ave., San Jose, State of California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of the Corporation is to manage, operate, guide, direct and promote one or more California public charter schools. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

¹ California Government Code sections 54950-54963.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE V
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. The Corporation’s assets are irrevocably dedicated to public benefit purposes as set forth in the Charter School’s Charter. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE VI
CORPORATIONS WITHOUT MEMBERS**

Section 1. CORPORATIONS WITHOUT MEMBERS. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation’s Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (“Board”).

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.

- c. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be no less than seven (7) and no more than thirteen (13), unless changed by amendments to these bylaws. All directors shall have full voting rights, including any representative appointed by the charter authorizer as consistent with Education Code Section 47604(b). If the charter authorizer appoints a representative to serve on the Board of Directors, the Corporation may appoint an additional director to ensure an odd number of Board members. All directors shall be designated by the existing Board of Directors.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. DIRECTORS' TERMS. Each director shall hold office for 2 years and until a successor director has been designated and qualified.

Section 6. NOMINATIONS BY GOVERNANCE COMMITTEE. The Governance Committee shall present a slate of potential Directors for election by the Board of Directors. This slate shall be presented at the annual meeting of the Board, although additional members may be also added between annual meetings, if deemed necessary by the Governance Committee and approved by a vote of the Board.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be elected, no corporation funds may be expended to support a nominee without the Board's authorization.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of directors.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the Executive Director, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 10. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 11. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, by an affirmative majority vote of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act. (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

Section 12. VACANCIES FILLED BY BOARD. Upon recommendation of a qualified candidate by the Governance Committee, vacancies on the Board of Directors may be filled by an affirmative majority vote of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the directors then in office at a regular or special meeting of the Board, or (b) a sole remaining director.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 14. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation. The Board of Directors may also designate that a meeting be held at any place within the granting agency's boundaries designated in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 15. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This annual meeting shall be held in the last quarter of the fiscal year at a time, date, and place as noticed by the Board of Directors in accordance with the Brown Act.

Section 16. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 17. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chairman of the Board has not been elected then the Executive Director is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 18. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hours notice of the special meeting, in the following manner:

- a. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings

of the Board of Directors are regularly held.

- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 19. QUORUM. A majority of the Board of Directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote of the directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each board member present for each action taken shall be publicly reported.

Section 20. TELECONFERENCE MEETINGS. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of the school district in which the Charter School operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;²
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.³

² This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

³ The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

Section 21. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, only such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 23. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Board of Directors or any committee of the Board;
- c. Fix compensation of the directors for serving on the Board of Directors or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- f. Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- g. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- h. Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest.

The Board may also create one or more advisory committees composed of directors and non-directors. It is the intent of the Board to encourage the participation and involvement of faculty, staff, parents, students and administrators through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 24. GOVERNANCE COMMITTEE. there shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of at least two (2) persons

recommended by the Chair and elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years. The committee shall elect its own chair.

The duties of the Governance Committee shall include:

- a. Studying the qualifications of candidates and presenting a slate of the best qualified as nominees for the vacant Director position(s) on the Board of Directors;
- b. Presenting a slate of nominees for Officers to the Board for election at the annual meeting;
- c. Recommending candidates to the Board to fill vacancies that arise outside of the regular nominating process;
- d. Providing ongoing orientation to the Directors;
- e. Overseeing a Director assessment process to ensure optimum performance; and
- f. Recommending the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

Section 25. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 26. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 27. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. The Charter School and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of the Corporation shall be a President, who shall be known as the Executive Director, a Chair of the Board, a Vice-Chair of the Board, a Secretary, and a Treasurer. The officers, in addition to the corporate duties set forth in this Article VIII, shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the Executive Director or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers, except for the Executive Director, shall be drawn

from among the members of the Board of Directors. The officers of the Corporation shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 6. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If a Chairman of the Board of Directors is elected, there shall also be a Vice-Chairman of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 8. EXECUTIVE DIRECTOR. The Executive Director shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The Executive Director shall have such other powers and duties as the Board of Directors or the bylaws may require. If there is no Chairman of the Board, the Executive Director shall also preside at the Board of Directors' meetings.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the directors present at Board of Directors and committee meetings; and the vote or abstention of each board member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 10. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to directors such financial statements and reports as are

required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate; (b) disburse the corporation's funds as the Board of Directors may order; (c) render to the Executive Director, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE IX CONTRACTS WITH DIRECTORS

Section 1. **CONTRACTS WITH DIRECTORS.** The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest).

ARTICLE X CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. **CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES.** The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Corporation's Conflict of Interest Code have been fulfilled.

ARTICLE XI LOANS TO DIRECTORS AND OFFICERS

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** The Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

ARTICLE XII INDEMNIFICATION

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section.

“Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

ARTICLE XIII INSURANCE

Section 1. INSURANCE. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director’s, officer’s, employee’s, or agent’s status as such.

ARTICLE XIV MAINTENANCE OF CORPORATE RECORDS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board; and
- c. Such reports and records as required by law.

ARTICLE XV INSPECTION RIGHTS

Section 1. DIRECTORS’ RIGHT TO INSPECT. Every director shall have the right at any reasonable time to inspect the Corporation’s books, records, documents of every kind, physical properties, and the records of each subsidiary, as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law.

Section 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the director’s interest as a director. Any such inspection and copying may be made in person or by the director’s agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The Corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE XVI REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, or the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
 - (1) Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- (b) The amount and circumstances of any indemnifications aggregating more than \$10,000 paid during the fiscal year to any director or officer of the Corporation pursuant to Article XII of these Bylaws.

**ARTICLE XVII
BYLAW AMENDMENTS**

Section 1. **BYLAW AMENDMENTS.** The Board of Directors may adopt, amend or repeal any of these Bylaws by a two-third (2/3) affirmative vote of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall make any provisions of these Bylaws inconsistent with the Corporation's Articles of Incorporation, or any laws.

ARTICLE XVIII

FISCAL YEAR

Section 1. **FISCAL YEAR OF THE CORPORATION.** The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

Conflict of Interest Policy

The following policy has been adopted by Cornerstone Academy Preparatory School by resolution of the governing board on April 13, 2009

Article I

Purpose

The purpose of the Conflict of Interest Policy is to protect Cornerstone Academy Preparatory School's ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace an applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. All members of the Cornerstone Academy Preparatory School governing board will adhere to the Conflict of Interest policy described below.

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 in any entity with which the Organization has a transaction or arrangement.
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - d. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, 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.
3. Immediate Family: Includes the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren.
4. 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 the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether 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.
3. Procedures for Addressing the 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 the Organization 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 the Organization'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 Conflict 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.

c. In the event that a conflict of interest arises between a governing board member's service and these restrictions, the board member will resign their position on the board unless, within thirty (30) days, such conflict can be resolved to the satisfaction of the board.

Article IV

Records of Proceedings

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

1. 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.

2. The names of the persons who were present for discussion 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

1. Members of the board are prohibited from receiving compensation other than reimbursement of actual expenses while fulfilling duties as a board member.

2. Members of the board are prohibited from employment, in any manner, by Cornerstone Academy whether directly through the school or indirectly as an employee of an educational management or service organization with which Cornerstone Academy contracts for services.

3. A member of a committee with governing board delegated powers whose jurisdiction includes compensation matters and who receives compensation, directly, or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

Article VI

Nepotism

1. Not more than one person from the same immediate family may serve as a member of the governing board of Cornerstone Academy.
2. Board members and their immediate family members (as defined below) will be excluded from consideration for employment by the organization.
3. Employees shall not hold a position with the organization while they or members of their immediate family (as defined below) serve on the Board of Directors or any committee of the board.
4. Employees may not hold a job over which a member of their immediate family exercises supervisory authority.

Article VII

Annual Statements

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

1. Has received a copy of the Conflict of Interest Policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable 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 VIII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or an excess benefit transaction.

Article IX

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VIII, the Organization 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.

Article X

Gifts

No board member shall solicit or accept, directly or indirectly, any thing of economic value as a gift or gratuity from any person who has or is seeking a contractual, business, or financial relationship with Cornerstone Academy.

Article XI

Abuse of Office

No board member may use the authority of his office or position, directly or indirectly, in a manner intended to compel or coerce another person, to provide him or her or anyone else with a thing of economic value that he is not entitled to by law.

Board members are prohibited from using the authority of their office or position, directly or

indirectly, in a manner which is intended to compel or coerce any person to engage in political activity.

Article XII

Post Employment

No former member of a board shall, for a period of two years following the termination of his public service, contract with, be employed in any capacity by, or be appointed to any position by his former board.

Committees of the Board of Trustees

Purpose of Committees

All Board members will be expected to serve on at least one Board Committee. As indicated by the school's bylaws, the Board will have a standing Governance Committee and additional Board committees or task forces may be added as needed by resolution of the Board. Committees may include members of the Board of Directors, staff members, parents, and community members as appropriate, as determined in the resolution creating the committee or task force. Members serving on committees will have voting privileges at the committee level, but not at the board level, unless they are a Director.

The Board of Cornerstone Academy will form committees as needed. Currently, the school has a Governance Committee, a Finance Committee, and an Academic Excellence Committee as well as a Development Task Force.

Committee Overviews and Job Descriptions

Governance Committee

General Purpose

The governance committee is commissioned by and responsible to the Board of Trustees to assume the primary responsibility for matters pertaining to Board of Trustees recruitment, nominations, orientation, training, and evaluation in accordance with the bylaws of the organization as well as established policies and practices approved by the Board of Trustees.

Appointments and Composition

1. Appointments of the chair and members of the Board governance committee shall be made annually by the Chair of the Board with the advice and consent of the Board in accordance with the Bylaws.
2. The chair of this committee shall be a member of the Board of Trustees.
3. Other members of this committee shall be members of the Board of Trustees.
4. Additional committee members may be appointed and need not be members of the Board of Trustees.

Responsibilities

1. Analyze the skills and experience needed on the Board.
2. Create a short and long-term board recruitment strategy.
3. Work with Board Chair and CEO on a succession plan for board officers.
4. Recruit members to serve as members of the Board and develop a slate of trustees for consideration by the membership at the annual meeting in accordance with selection/election procedures outlined in the bylaws.
5. Develop and review annually the procedures for Board recruitment.
6. Develop an orientation and training plan for new trustees.
7. Assist in the planning of an annual Board retreat and other deeper strategy sessions as needed.
8. Develop and revise a Board member handbook outlining the responsibilities of the Board and Board members, Board policies, and other relevant information.
9. Conduct board education as needed.
10. Create specific measurable board-level goals for the year as part of the full board planning process.
11. Regularly evaluate the effectiveness of board meetings, and make recommendations for improvement to the chair and the full board as needed.
12. Annually coordinate an evaluation of the full board and individual trustees.
13. Report to the Board of Trustees at regular meetings of the Board in a manner determined by the Board.
14. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Trustees.

Finance Committee

General Purpose

The finance committee is commissioned by and responsible to the Board of Trustees. It has the responsibility for working with the CEO and Chief Financial Officer (CFO) to create the upcoming fiscal year budget; presenting budget recommendations to the Board; monitoring implementation of the approved budget on a regular basis and recommending proposed budget revisions; recommending to the Board appropriate policies for the management of the charter school's assets. The finance committee shall be assisted by the CEO and CFO.

Appointments and Composition

1. The members of the finance committee shall be the treasurer of the Board who shall serve as chair, the Chair who shall serve as an ex-officio member, together with other trustees appointed by the Chair with the advice and consent of the Board in accordance with the bylaws.
2. Both the CEO and the CFO will be members of the finance committee.
3. Additional committee members may be appointed and need not be members of the Board of Trustees.

Responsibilities

1. Prepare an annual budget for the organization in collaboration with the CEO and CFO.
2. Also in collaboration with the CEO and CFO, develop and annually revise a five-year financial forecast and develop long-range financial plans based on the forecast.
3. Arrange for an annual audit to be provided to the Board of Trustees.
4. Provide oversight of the procurement process.
5. Review monthly financial statements and variances from budget, and recommend action to the Board, as appropriate.
6. Create specific measurable board-level goals for the year as part of the full board planning process.
7. Develop and implement a board-level training program to ensure that all trustees (especially those without a financial background) can be effective stewards of the organization's financial resources.
8. Report to the Board of Trustees at regular meetings of the Board in a manner determined by the Board.
9. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Trustees.

Development Committee

General Purpose

The development committee is commissioned by and responsible to the Board of Trustees to assume the primary responsibility for raising non-grant funds to support the organization's mission.

Appointments and Composition

1. Appointments of the chair and members of the development committee shall be made annually by the Chair of the Board with the advice and consent of the Board in accordance with the bylaws.
2. The chair of this committee shall be a member of the Board of Trustees.
3. Members of this committee shall be members of the Board of Trustees, subject to the conditions stated in the bylaws. Additional committee members may be appointed and need not be members of the Board of Trustees.

Responsibilities

1. Develop annual and multi-year fundraising plans that will generate the funds needed to meet the non-public and non-grant fundraising goal.
2. Coordinate the implementation of the fundraising plan with fundraising efforts by senior staff, parents, and other volunteers.
3. Develop the necessary sub-committee systems to successfully carry out the fundraising events and activities that are part of the annual fundraising plan; supervise the functions of the sub-committees
4. Develop a plan for involving all Board trustees in the non-grant resource development activities of the organization.
5. Arrange for Board training on development issues, as needed.
6. Create specific measurable board-level goals for the year as part of the full board planning process.
7. Report to the Board of Trustees at regular meetings of the Board in a manner determined by the Board.
8. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Trustees.

Academic Excellence Committee®

General Purpose

The Academic Excellence Committee is commissioned by and responsible to the Board of Trustees to assume the primary responsibility for working with the CEO to define academic excellence, ensure that all board members know the charter promises that were made to the community and the authorizer and to devise clear and consistent measures to monitor these goals.

Appointments and Composition

1. Appointments of the chair and members of the Academic Excellence Committee shall be made annually by the chair of the Board with the advice and consent of the Board and the CEO and in accordance with the bylaws.
2. The chair of this committee shall be a member of the Board of Trustees.
3. Members of this committee shall be members of the Board of Trustees, subject to the conditions stated in the bylaws. Additional committee members may be appointed and need not be members of the Board of Trustees.^[1]

Responsibilities

It is important to note that this is a governance function, not a management function, and it is anticipated that the CEO will have a great deal of input into the work and composition of this committee. The committee's main role is to assure that academic excellence is defined, and that the board approves annual goals to attain academic excellence.

1. Define and continue to refine what academic excellence means for our charter school.
2. Ensure that all board members understand the key charter promises we have made to our community and to our authorizer.
3. Work with the CEO to devise clear and consistent ways to measure progress towards stated goals.
4. Work with the CEO to set annual academic achievement goals, to be presented to and approved by the full board.
5. Work with the CEO to share with the board annual successes, barriers to reaching academic excellence, and strategies to overcome these barriers.

6. Arrange for Board training on issues related to academic oversight and academic achievement, as needed.
7. Create specific measurable board-level goals for the year as part of the full board planning process.
8. Report to the Board of Trustees at regular meetings of the Board in a manner determined by the Board.
9. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Trustees.

Committee Assignments and Responsibilities

Committee assignments and responsibilities will be determined at the annual board retreat. Board members will serve on one committee and assist other committees as needed/required.

Task Forces

Board committees are standing sub-groups of the board of trustees, devoted to a permanent major area of the board's work (academic excellence, development, finance, governance). Typically, committees are named in the organization's bylaws. We recommend having as few standing committees as possible.

From time to time, the school board will create a smaller, less permanent, task force to oversee an element of the board's work. A task force is a temporary group that can come and go, and can be created or dissolved without having to amend the organization's bylaws. Task forces are devoted to specific purposes and dissolve when their goal is completed, such as a New Building Task Force charged with purchasing a new building for the school.

Executive Director and Board of Trustees Relationship

One of the most important relationships at Cornerstone is that between the school's Executive Director and the school's board of trustees. This relationship can be complex, and if not adequately formed and maintained, can have negative impact on the school's success.

A key to ensuring that the Executive Director and Board of Trustees have an effective relationship is ensuring clarity around the roles and responsibilities of each party—particularly around how decisions are made. The following table provides clarity around key responsibilities of each party:

Defining Roles & Responsibilities in the Partnership

	<i>Board</i>	<i>CEO</i>
<i>Governance Prioritized</i>	<ul style="list-style-type: none"> <input type="checkbox"/> Takes the responsibility of governing a multimillion dollar public enterprise extremely seriously. <input type="checkbox"/> Makes board service a very high priority. 	<ul style="list-style-type: none"> <input type="checkbox"/> Sees developing and maintaining the board as a primary responsibility, and devotes significant time to helping it run effectively. <input type="checkbox"/> Ensures that each committee has the appropriate staff support.
<i>Governance Expertise</i>	<ul style="list-style-type: none"> <input type="checkbox"/> Reads extensively on the topic. <input type="checkbox"/> Seeks training and professional development. 	<ul style="list-style-type: none"> <input type="checkbox"/> Is well versed in all aspects of governance. <input type="checkbox"/> Reads extensively on the subject, and seeks professional development around governance issues. <input type="checkbox"/> Serves on another board outside the school.
<i>Charter School Knowledge</i>	<ul style="list-style-type: none"> <input type="checkbox"/> Reads extensively on the topic. 	<ul style="list-style-type: none"> <input type="checkbox"/> Systematically and continually educates the board about key elements of running an exceptional charter school. <input type="checkbox"/> Board education is based on the key authorizer measurements as well as state/national measures of academic success.
<i>Setting the Strategic Direction</i>	<ul style="list-style-type: none"> <input type="checkbox"/> Responds to the CEO's strategic vision, asks strategic questions, and helps the leader think about the long term. 	<ul style="list-style-type: none"> <input type="checkbox"/> Develops a clear vision of where the school should be in 3 to 5 years, takes an active role in creating a shared vision of success with the full board, and assists the board with clarifying how they can achieve this vision. <input type="checkbox"/> Uses the charter and accountability plan as a backdrop for this vision.

<p><i>Clear Measurable Goals to hold one another accountable</i></p>	<ul style="list-style-type: none"> <input type="checkbox"/> Develops annual board-level goals that provide a concrete understanding of how the board will add value to the school this year. <input type="checkbox"/> Board goals are tracked throughout the year and individuals are held accountable for delivering agreed-upon assignments. 	<ul style="list-style-type: none"> <input type="checkbox"/> Board approves a set of measurable CEO/organizational goals for the year. <input type="checkbox"/> Creates a clear and consistent dashboard for the board to track key annual organizational metrics and the CEO's overall performance throughout the year.
<p><i>Governance Management</i></p>	<ul style="list-style-type: none"> <input type="checkbox"/> The board is crystal clear about the key organizational decisions that need to be made this year and the role of the board vs. role of the CEO in making these decisions. 	<ul style="list-style-type: none"> <input type="checkbox"/> Ensures that the board agrees at the beginning of the year about the key decisions that need to be made and seeks clarity about what decisions are within the leader's purview.
<p><i>Data-Driven Decision-Making</i></p>	<ul style="list-style-type: none"> <input type="checkbox"/> Demands that board decisions are made by analyzing data provided by the CEO, who (when appropriate) will present information in conjunction with a board committee. 	<ul style="list-style-type: none"> <input type="checkbox"/> Strives to always provide data to inform the board deliberations, vets this information by a committee first, and when applicable provides comparative data.
<p><i>Clear and Consistent Communication</i></p>	<ul style="list-style-type: none"> <input type="checkbox"/> There is a clear consistent process for providing coaching, feedback, and support from the full board to the CEO. <input type="checkbox"/> The full board speaks with one voice to the CEO regarding their performance. 	<ul style="list-style-type: none"> <input type="checkbox"/> Takes a very active role in creating, sustaining and improving clear, consistent communication with the board. <input type="checkbox"/> Board materials are always sent out well before the board meetings, and they are consistent, self-explanatory, and easy to read.
<p><i>Succession Planning</i></p>	<ul style="list-style-type: none"> <input type="checkbox"/> Approves a short-term and long-term succession plan. <input type="checkbox"/> Ensures that the plans are well documented, and reviewed and revised annually. 	<ul style="list-style-type: none"> <input type="checkbox"/> Initiates a board-level succession planning process. <input type="checkbox"/> Together, the board and CEO create a short-term/emergency succession plan and a longer-term, multi-pronged succession management plan.

***Effective Evaluation of
CEO and the Board***

- | | |
|---|--|
| <ul style="list-style-type: none"><input type="checkbox"/> Annually evaluates its own performance<input type="checkbox"/> Annually develops crystal clear expectations documented in board approved:<ul style="list-style-type: none"><input type="checkbox"/> CEO job description<input type="checkbox"/> CEO annual goals and performance metrics<input type="checkbox"/> Conducts an effective and thorough end-of-year performance review of CEO | <ul style="list-style-type: none"><input type="checkbox"/> Participates in the annual board performance review<input type="checkbox"/> Partners with the board to revised and articulate annual goals and metrics<input type="checkbox"/> Provides input on the end-of-year evaluation process and tools |
|---|--|

Board Accountability and Oversight

Once the roles and responsibilities of board members and the Executive Director of the school have been clearly articulated, the next step in effective governance is to create clear processes for how the Board will accomplish its work over the course of the school year. The following processes and procedures help bring clarity to how the full Board and Committees of the Board work in an efficient and productive manner.

Board Meetings Over the Year

Each year, the Cornerstone board will meet as outlined in the school's bylaws. The following calendar of events provides an overview for the items that board members should expect to address either in committee work or in regularly scheduled board meetings. The Executive Director will update this calendar annually per the board meeting schedule.

Month	Task	Responsibility
August	Family Handbook Approval	ED revises and gets legally reviewed, board approves
	Employee Handbook Approval	ED revises and gets legally reviewed, board approves
September	Approve updated budget	EdTec and ED revise June approved budget, finance committee reviews, board approves
	Approve CEO Goals	CEO drafts, Governance committee reviews and provides feedback, board approves
	Approve Committee Goals	Committees draft, board approves
	Academic Update #1	AD presents overview of assessments and school year goals, board reviews
	Approve Unaudited Actuals	Finance Committee and ED review, board approves
October	Technology Plan Update #1	BLD presents, board reviews
November	Approve 1 st Interim Report	Finance Committee and ED review, board approves
December	Approve upcoming year staffing model	Finance Committee and ED review, board approves
	Approve prior year audit	Finance Committee and ED review, board approves
January	Board effectiveness survey	Governance committee organizes and analyzes data
February	Academic Update #2	AD presents on progress towards goals, board reviews
	Approve 2 nd Interim Report	Finance Committee and ED review, board approves
March	Technology Plan Update #2	BLD presents, board reviews
	Renew/Discontinue CEO Contract	Governance committee makes recommendation, board

		approves
April	Approve upcoming year school calendar	ED drafts, board approves
May	Approve upcoming year budget	Finance Committee and ED review, board approves
	CEO Evaluation Part I	Governance committee conducts, board approves
June	Technology Plan Update #3	BLD presents, board reviews
	Academic Update #3	AD presents on progress towards goals, board reviews
	Elect board officers for upcoming school year	Board approves
	Approve new board members	Governance committee recommends, board approves
	CEO Evaluation Part II	Governance committee conducts, board approves
	Approve ConApp	Finance Committee and ED review, board approves
July	New board member orientation	Governance committee conducts
	Board Retreat	Board members and ED plan, external facilitator executes

Preparation and Follow Up, Full Board Meetings

Task	Description	Person(s) Responsible	Timeline
Creation of Board Agenda	Executive Director holds a preparation call with Board Chair and/or Vice Chair to set the agenda for the board meeting, based on organizational priorities and feedback gathered from board members during previous board meeting.	Executive Director	1 week prior
Creation of Board Packet	Executive Director works with school staff and others to prepare the Board packet. Packet, along with agenda, uploaded to Board on Track.	Executive Director	5 days prior
Review of Board Agenda and Packet	All board members thoroughly review the agenda and all board materials in advance of meeting. Feedback regarding the agenda and materials should be sent to the Executive Director, although the agenda will not necessarily be altered.	Board Members (all)	1-5 days prior
Board Meeting Facilitation	During the Board meeting the chair of the board (or their designee) will be responsible for facilitating the meeting and keeping the meeting to task. Items not on the agenda for the meeting will not be discussed but will be marked for a future board meeting by the Board secretary.	Board Chair	N/A
Board Meeting Follow Up	Following the meeting the Board secretary will ensure that meeting minutes are uploaded to Board on Track. Minutes will include a clear section related to next steps and the point person associated with each next step and the deadline will be clearly articulated. Individual board members will take responsibility for ensuring that next steps are completed by the deadline and the school's Executive Director will ensure items have been followed up on during monthly committee meetings.	Board Secretary with Individual Board Member and Executive Director follow up	Next Steps to be disseminated by 3 days after board meeting

Preparation and Follow Up, Committee Meetings

Task	Description	Person(s) Responsible	Timeline
Scheduling committee meetings	At the end of each full board meeting, committee members will meet to ensure that a calendar invite has been sent for the month's committee meeting. If committee members are absent from the full board meeting, scheduling decisions will be made in their absence.	Committee Leads	At full board meeting
Creation of agenda	The committee chair will take the lead on crafting the month's agenda based on the goals of the committee (taken from Board on Track) and recent discussions at full board meetings. Agenda will be uploaded to BoT and committee members will review prior to the meeting	Committee Leads	At least 1 week prior to committee meeting
Meeting facilitation	During the meeting the lead will ensure that the meeting is facilitated well and that the agenda is adhered to.	Committee Leads	N/A
Follow up	Follow up items from committee meetings should be minimal. After the meeting the committee lead will upload notes to Board on Track for the Board Chair and Executive Director to review.	Committee Leads	Within 3 days of committee meeting

Board Self Evaluation Survey

The Board will regularly evaluate its effectiveness through surveys and self-evaluations. The Governance Committee will be responsible for ensuring board members are fulfilling their responsibilities.

Board Member Recruitment and Onboarding

Phase I: Recruitment

An effective board is always recruiting new members. Maintaining relationships with potential board members, and inviting qualified candidates to get to know the school will ensure that high quality candidates can matriculate as board members as needed. Cornerstone Academy aims to have no

fewer than 1-2 viable candidates for board candidacy at any given time. To this end, the governance committee of the board will take responsibility for meeting the expectations outlined below for board member recruitment and orientation.

At least quarterly, the school's governance committee will participate in a power mapping exercise to identify individuals who have the potential to be effective board members. A communication and outreach strategy to develop relationships with these individuals will be put into place once candidates have been identified.

Elements of this strategy could include:

1. In person meeting

A member of the school's board of trustees will be designated as the point person for each board candidate. The current trustee will reach out to the candidate to schedule an informal meeting (coffee, etc.) to discuss the school and to assess the candidate's interest in school board leadership.

2. Document Review and School Visit

If the candidate is interested in perusing board membership, and the current board feels they could potentially be a good fit, the candidate will be invited to review key documents related to the school (charter application, school board playbook) and will be invited to tour the school and speak with the school's Executive Director.

3. Committee Participation

Once all parties are engaged in the board recruitment process and feel that the candidate is viable, the candidate will be offered the opportunity to serve as a volunteer member of a school committee. This experience will allow the candidate to better understand the demands of being a school board member and adds capacity to the committees of the school's current board. Additionally, this provides an opportunity for the current school trustees to assess fit, capacity, and drive of the candidate. Over time, as the candidate participates in a committee, the school board can determine a timeline for asking the person to become a full board member. This timeline would be impacted based on the current number of board members.

Phase II: Orientation

Once a board member has formally joined the board, they will attend a mandatory orientation session, which will be conducted by the board chair, the CEO, and the chair of the committee to which the new member would be potentially added. The session will be held before the board meeting following the member's election to the board and will last for approximately one hour.

The orientation session will comprise three elements:

1. A *comprehensive review* of the mission, vision and values of the organization, the history of the board and founding of the organization, roles and responsibilities of the board and the CEO, the administrative calendar with the board meeting schedule and other major activities of the board, an organizational chart that includes the list of current and planned committees, how the board conducts meetings, including relevant actions from *Roberts' Rules of Order*.
2. A *broader discussion* about the external environment the organization operates within (information about political, economic, demographic, legislative, competitive trends and changes that have significant impact on the organization and the children it serves), financial information, and detailed information about the educational program.
3. A *more detailed conversation* about the role of the new member on an existing committee, current issues and topics being examined by the committee, tasks and an action plan being executed by the

committee, and any other information that would be helpful to the new member about committee work.

In addition to this session, a school tour independently arranged with and given by the CEO would introduce the new member to the school site and allow him or her to meet some of the administrative faculty at the school.

After the initial orientation session has taken place and some time within the first three months of tenure, a follow-up meeting would be held comprising the new board member and either the board chair or the governance committee chair or vice chair. The purpose of this meeting would be to give the new member an opportunity to discuss any outstanding issues and or questions that he or she may have regarding the board governance process or a particular topic relevant to his or her committee work.

While the orientation session, the school tour, and follow-up meeting should provide a solid foundation from which the board member can successfully perform his or her duties, it may also be a good idea to provide a mentor to the new member. An informal mentoring program could help build a sense of teamwork and support for new members. A mentor would be a skilled and reliable board member who would work closely with the new member to help him or her better understand board procedures, talk through basic issues and questions, and be available for any other support that the new member might require.

Current Board Member Contact Information

Name	Email
Hans Schmitz	hschmitz@cornerstoneacademysj.org
Allison Putnam	allisonputnam@gmail.com
Amanda Gardner	asgardner@innovateschools.org
Lily Tang	lilytang16@gmail.com
Brandon Paige	brandonjpaige@gmail.com
Danh Le	hoaidanhkg@yahoo.com
Priya Ghandikota	pghandik@gmail.com