



## **BOARD POLICIES**

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### **OVERVIEW – Responsibilities of the Board of Directors**

The Board of Directors holds the charter for Adelante Schools, pursuant to the Indiana Charter School Law. The Board is an organized group of volunteers who, collectively, are legally and ethically accountable to the community and the state for the health, vitality, and effectiveness of our organization. The primary role of the Board is “governance.” Governance encompasses legal responsibilities, general and academic oversight, planning and policy-making, and meeting fiduciary requirements.

The Adelante Schools Board Policy Manual contains the policies used to effectively govern the organization for the purpose of creating a high-quality public charter school for the students and families of Indianapolis.

## Section 1 – The School

### 1.01 School Legal Status

Adelante Schools is an Indiana charter school organized pursuant to the Indiana Charter School Law. Adelante Schools will operate pursuant to a charter being granted by the Mayor’s Office of Education Innovation (OEI) upon charter application approval.

Under the Indiana Charter School Law, Adelante Schools is a public school, and its status as a nonprofit corporation does not affect its status as a public school. However, for governance, finance, and administrative purposes, Adelante Schools operates as an Indiana nonprofit corporation. The nonprofit’s Articles of Incorporation and non-profit status are provided as addendum to this manual.

### 1.02 Non-Discrimination Policy

Adelante Schools provides equal opportunities without regard to race, color, national origin, gender, age, disability, sexual orientation, family situation, religion, political affiliation, or veteran status in its educational programs and activities. This includes, but is not limited to, admissions, educational services, financial aid, and employment. Any complaints or allegations of any violation of this statement should be immediately directed in writing to: Eddie Rangel (or her designee), Adelante Schools Chief Executive.

## SECTION 2 - The Board

### 2.01 Decision Making

Adelante Schools has been created to serve students. All decisions by the Board of Directors and the administration should be made within the parameters of the mission and vision of the school, always keeping in mind the interest of students.

### 2.02 Policy Making

1. The Board shall be solely responsible for adopting, repealing or amending policies for Adelante Schools. Action by the Board shall be accomplished as set forth in the bylaws.
2. Proposals for adopting, repealing or amending policies for Adelante Schools may be made in writing by any member of the Board or by any parent or student submitted through an administrator of the school. When appropriate, policy change proposals shall include adequate information concerning potential fiscal impact on the school.
3. Except in cases of special need, the Board shall follow the following procedure in adopting, repealing or amending policies at Adelante Schools:
  - a. The First Reading. The proposed policy shall be submitted for approval on first reading at a regular or special meeting of the Board called for that purpose. The

proposed policy shall be contained in the Board packet distributed prior to the meeting. At first reading the Board shall receive public comment and comments from the sponsor of the proposed policy. A vote of the Board will be taken after the reading, and if the amendment receives a simple majority vote of the Directors present at the meeting, it will be placed on the agenda for a second reading at the next meeting of the Board.

- b. The Second Reading. If the proposed policy is approved on first reading, it will be placed on the agenda and considered at the next regular or special meeting of the Board called for that purpose. No amendment shall be adopted at second reading unless the amendment receives a two-thirds vote of the Directors present at the meeting. If the proposed policy is adopted upon second reading it shall become a policy of Adelante Schools, and the Policy Manual shall be amended accordingly.
- c. Special Need. Upon a two-thirds (2/3) vote of the Directors present at a regular or special meeting called for that purpose, a special need may be declared. If a special need is declared, a policy may be adopted on first reading.
- d. A proposed policy should reference the policy provision it will be amending. Ideally, the entire policy will be reprinted with new language in all caps, and language to be deleted lined out. New policies should include the proposed table of contents, policy title, and code number.

### **2.03 Board Review of Administrative Procedures**

1. The Board recognizes that its role is to ensure that Adelante Schools is well-managed, not to manage Adelante Schools. The Executive Director shall be responsible for the day-to-day administration of affairs of Adelante Schools and shall manage all activities of the school as prescribed by the Board. As a result, the Board need not review administrative policies and regulations in advance of issuance except as required by law. However, the Board should approve in advance any highly sensitive matters of policy and/or regulations that have the potential to impact its duties and obligations to Adelante Schools and/or the Indiana Department of Education. To that end, the Executive Director shall exercise his or her discretion to identify and bring to the Board's attention any such policies and regulations prior to issuance.
2. Administrative policies and regulations should reference existing Board policy when applicable. The Board reserves the right to review administrative policies and regulations at its discretion. However, the Board shall revise or veto such regulations only when, in its judgment, such regulations are inconsistent with the Board's policies.

## **2.04 Summary of Indiana Open Meeting Law**

The Open Door Law (ODL), originally passed by the IN General Assembly in 1977 and most recently amended in 2008, was enacted to permit the public access to meetings held by public agencies. All full Board meetings are subject to the Indiana Open Door Law.

Anytime we gather over half of the Board of Directors currently serving on the board for the purpose of conducting official business we must:

- Post notice of meetings at least 48 hours in advance (excluding weekends and legal holidays) at the meeting's location.
- Post a copy of the agenda at the entrance to the location of the meeting prior to the meeting. In addition, we must describe each agenda item specifically during the meeting and not merely refer to an item by its number on the agenda. (NOTE: The ODL does not require a public agency to use an agenda, however we will follow this practice and adhere to these guidelines as outlined in the policy for agencies that wish to comply.)
- Ensure meeting location is accessible to the public and is not prohibitive to an individual with a disability.
- Keep a meeting memoranda that includes the date, time, and place of the meeting as well as member attendance, a summary of all matters proposed, discussed, or decided, and a record of all votes taken to be made available within a "reasonable period" after the meeting. We will define this as 72 hours. (NOTE: The ODL does not require a public agency to keep minutes of a meeting, however we will follow this practice.)

## **2.05 Board 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 school 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.

**Electronic Attendance.** Indiana Code §5-14-1.5-3.6 allows a member of a governing body, such as the Board of Directors for Adelante Schools, who cannot be physically present at a meeting to participate by electronic communication. This Policy applies to all boards and committees. A voting member who participates in a meeting by permitted electronic means of communication shall be counted as present at the meeting and may vote at the meeting; so long as that electronic communication permits: the member, all other members participating in the meeting, and all members of the public physically present at the place where the meeting is conducted to

simultaneously communicate and participate in the meeting. Where at least one (1) Board member is participating via electronic means pursuant to this policy, all votes of the Board shall be taken by roll call. During such a vote, the name of each voting member will be called individually and requested to cast their vote aloud. The minutes of each meeting where members were present electronically shall reflect which members were present in person and which members were present electronically. All voting members of a board, commission, or council are encouraged to physically attend as many regularly scheduled public meetings as possible.

Definitions. *“Notified” Absence*: For absence to be “notified,” a Board member must notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm the day of the meeting that s/he will be absent. *“Un-notified” Absence*: For absence to be “un-notified,” a Board member failed to notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm of meeting day that s/he 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 three *“notified”* absences in a row; or (3) the member misses one third of the total number of Board meetings during one of their term years.

Process for Responding to a Board Attendance Problem. The Board Secretary will keep track of Board member attendance through Board meeting minutes and will provide this information to the Chair. The Chair will directly contact a Board member at risk of potentially violating the policy to issue both 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 Board’s attention for discussion, after which point a majority vote will be held to determine possible termination from the Board.

## **2.06 Public Attendance at Board Meetings**

1. Adelante Schools desires to provide opportunities for any member of the community to express interest in and concern for the school. Accordingly, the public is cordially invited to attend all open meetings of the Board. A pre-scheduled time for public comment shall be a part of every regular Board meeting. The Board reserves the right to establish reasonable time limits for such public comment.
2. Meetings are closed to the public only when the Board is meeting in executive session. An executive session may be called only to discuss matters not appropriate for public discussion, as defined under Indiana law. An executive session may be called only upon the affirmative vote of two-thirds of the quorum present. No formal action of the Board may be taken in any executive session.
3. Persons who wish to make requests, presentations, or proposals to the Board should direct any inquiry to the Executive Director, who will respond according to the following procedures:
  - The Executive Director will consult with the Board Chair and, if appropriate, other Board members about including the request on the agenda for the next regularly scheduled Board meeting.

- If the item is included on the agenda, the Board will receive in their packet for the next regularly scheduled meeting written information directly from the person making the request. If specific Board action is being requested, that action should be in the written document.
  - The person may present their information orally to the Board when the agenda item is discussed. The Board reserves the right to establish reasonable time limits for public comment and presentations.
4. Notice of meetings of the Adelante Schools Board shall be posted in the school offices and on the school website at least 48 hours prior to the meeting and in full compliance with all public meeting laws in the state of Indiana.

## 2.07 Standing Committees

1. **Academic Committee** – The Academic Committee will be responsible for reviewing school assessment policies and procedures and ensuring that those policies conform to district and state standards. The Academic Committee is also responsible for reviewing results of school assessment programs, reporting findings to the Board and, when applicable, proposing changes in policy indicated by assessment findings
2. **Finance Committee** – The Finance Committee is responsible for reviewing and submitting an annual balanced budget to the Board and, after Board approval, making the budget available to the public. The Finance Committee will also oversee preparation of the annual report, including audited financial statements, and other exhibits required by the Indiana Department of Education, and make them available to the public as stated in Indiana law.
3. **Governance Committee** – The Governance Committee is responsible for setting criteria for Board election, and identifying and evaluating candidates for the Board of Directors. The Governance Committee will present a slate of candidates for election to the Board at least once annually. Election will be by a simple majority of the sitting Board. The Governance Committee will also conduct the Board self-evaluation, described in Section 2.11.
4. **Development Committee** – The Development Committee, if formed, is responsible for ensuring that Adelante School's total development program is in concert with the organization's strategic direction and needs. The committee serves as the mechanism by which Board members and other volunteers are involved in the fundraising process. (Note: Development Committee may be combined with Finance Committee.)

## 2.08 Special Task Forces to the Board

1. The primary purpose of any special task force to the Board is to contribute to the overall mission of the school by conducting studies, identifying problems, or developing recommendations to assist the Board in making decisions. The ultimate authority to make those decisions, however, will be the Board's as required by law.
2. A special task force may be formed by the Board at such times and for such purposes as the Board may deem necessary. They will be given a clear objective, and will be dissolved upon accomplishing that objective.



3. Members of a special task force will be chosen by the Board and should include individuals who have shown an interest or who have special knowledge or expertise related to the task force's objective.

## **2.09 Board Fundraising Policy**

The Adelante Schools Board of Directors is a fully giving Board. Board members are expected to give an annual monetary gift to Adelante Schools and are asked to make Adelante Schools a priority in their personal giving. Board members are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fund-raising committees, and by attending fund-raising events.

## **2.10 Board Election Procedures**

The Governance Committee shall prepare and submit to the Board a report of the nominees it recommends for election to the Board. The number of seats available shall be determined in accordance with the bylaws. Whenever possible, nominated board member credentials will be presented one meeting prior to their election. Board members will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each director shall serve from the next scheduled Board meeting after the election until the end of his or her term as determined by the Board.

## **2.11 Board Self Evaluation**

The Board believes that efficient and effective performance of the Board itself can have a significant impact on the overall success of the school and is an essential component of good governance. Therefore, the Board will conduct an annual assessment of its own work. The Governance Committee will conduct the assessment. This Committee shall determine the format of the assessment, but it must include a formal written survey/self-assessment tool. The evaluation process should be designed to encourage constructive feedback aimed at improvement.

## **2.12 Indemnification Policy**

Adelante Schools will purchase and maintain Directors and Officers Liability Insurance (often called D&O), liability insurance payable to the directors and officers of a corporation, or to the organization(s) itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers. The corporation will not provide indemnification for items arising from the individual's participation in an excess benefit or self-dealing transaction. Indemnification may also be denied in a proceeding brought by or on behalf of the corporation (except for expenses), if it is determined that the indemnitee did not meet the standard of conduct required.

This indemnification includes expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if s/he acted in good faith and in a matter s/he reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, s/he must also have had no reasonable cause to believe his/her conduct was unlawful.

### **2.13 Incident Communication Policy**

Boards are required to craft and submit plans for notification when issues arise at the school level. To meet OEI's standards of communication, the Board must notify the authorizer of any school-level incident within 24hrs of occurrence. This document serves as guidelines when notifying OEI is appropriate. The list below is comprehensive but not fully exhaustive. This is a non-exhaustive list; schools are always encouraged to use the best judgment and err on the side of over-communication with the authorizer regarding school-level incidents.

#### **Incidents Warranting Notification to OEI**

- The Organizer shall notify the Charter Schools Director within five (5) business days of either the Charter School or any member of the School Board (acting in his or her capacity as a member of the School Board) being named as a plaintiff or defendant in any court proceeding or as the subject of any administrative enforcement proceeding arising from the operation of the Charter School.
- The Organizer shall notify the Charter Schools Director immediately as to any of the following:
  - a. Any material change in the availability or condition of the physical plant, such as through flood, fire, or other unanticipated circumstance;
  - b. Any allegation that the Organizer or the lessor has breached any lease, deed or other land use agreement concerning the physical plant; or
  - c. Any proposal to move the Charter School from its current facility to another or from its current location to another.
- Building-level safety threats
- Presence of the following on-campus: guns, drugs, weapons, bombs
- Inappropriate teacher-student relations (verbal, virtual, and/or physical outlawed behaviors)
- Evidence of current or potential threat to students during field trips/excursions while affiliated with the School
- Student body/staff discourse that results in school lock-down
- Any threat to endanger the life of school staff, students, and/or administration
- Any foreseeable threat of school dissolution or closure
- Threats/physical harm to the school building
  - Theft
  - Significant vandalism
  - Building or software malfunction that could endanger students, staff, or administration
- Loss of or lapse in insurance coverage

- Loss of or lapse in 501c3 status
- Number of active board members falls below the minimum threshold required in the bylaws
- Homicide involving students, staff, and/or faculty (on or off campus)
- Rule of thumb: apprise the authorizer of any incident which could be reported to a news source

## SECTION 3 – ETHICS

### 3.01 Conflict of Interest Policy

1. Board members shall serve without compensation, but may be reimbursed, with prior approval, for any necessary expenses incurred by them in performing their duties as members of the Board.
2. Any contract with the school involving a member of the Board, the Board member's family, or the Board member's place of work shall be considered by the full Board with the interested member abstaining. Each Board member is responsible to make known to the Board any circumstances that could involve a potential conflict of interest.
3. Salary and other remuneration received from the school by ex-officio Board members shall not be considered a conflict of interest for the purposes of this policy. However, *ex-officio* members shall abstain from votes involving the level of such remuneration.
4. A full Conflict of Interest Policy containing Board Member signatures shall be on file at all times.

### 3.02 Confidentiality Policy

It is the policy of Adelante Schools that directors and employees may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with Adelante Schools to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom Adelante Schools has authorized disclosure. Directors and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for Adelante Schools. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, trustees and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a Director's term in office or upon termination of an employee's employment, he or she shall return, at the request of Adelante Schools, all documents, papers, and other

materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

### **3.03 Nepotism Policy**

For purposes of this nepotism policy, the term *family members* shall be defined as any of 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.

1. At no time shall more than one family member of the same family serve concurrently on the Board.
2. Board members and their family members 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 family serve on the Board or any committee of the Board.
4. Employees may not hold a job over which a member of their family exercises supervisory authority.

## **SECTION 4 – LEADERSHIP**

### **4.01 Executive Director Policy**

The Board shall rely on its Chair and the Executive Director to provide professional and administrative leadership. The Executive Director shall be hired by and report directly to the Board of Directors.

The Executive Director will be responsible for the day-to-day administration of the school's affairs and will manage and direct all activities of the organization as prescribed by the Board. The Executive Director will have the power to hire and discharge employees of the school and will oversee and direct their activities in carrying out the work of the school. The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director. The Executive Director will, directly or indirectly, supervise all other staff members employed by the school and is responsible for selecting staff members, conducting staff evaluations, and recommending compensation levels.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the chief executive.
2. The Board will refrain from evaluating any staff other than the Executive Director.
3. The Board will view chief executive performance as identical to organizational performance, so that organizational accomplishment of ends, policies, and organizational operations (within the boundaries established in board policies on executive limitations) will be viewed as successful chief executive performance.

#### Annual Executive Director Performance Evaluation

Charter schools receive autonomy over fiscal management and the academic program in exchange for accountability, which measures the school's attainment of specific mission-oriented academic, operational, and governance goals.

The Board of Director's key responsibility is to manage the school through the performance of the Executive Director of Adelante Schools. There are three core purposes of the evaluation: to recognize areas of particular strength and success, to articulate areas for improvement and/or focus, and to give overall feedback on performance to date.

Annually, the board will convene an ad hoc Executive Director Evaluation Committee, to consist of three members to include the Board Chair, the Treasurer, and a member of the Academic Accountability Committee. The Committee will conduct the evaluation in accordance with its Executive Director Evaluation Protocol (which provides guidelines for: how to gather information to inform the evaluation; a timeline for evaluation activities that aligns with the school year; and what to include in the written evaluation document).

#### **4.02 Leadership Sustainability Policy**

The Board Officer and Executive Director roles are critical to the smooth functioning of a charter school; therefore, the Adelante Schools Board of Directors will have a Leadership Sustainability Plan which:

1. Ensures ongoing and continuous development of leadership capacity at the Executive Director and Board levels.
2. Responds in a timely and effective manner to an emergency leadership transition.
3. Responds in a timely and effective manner to a planned leadership transition.

## **SECTION 5 – MEDIA POLICY**

### **5.01 Media Policy**

This media policy applies to all employees of Adelante Schools as well as members of the Board of Directors. This policy covers all external news media including broadcast, electronic, and print.

To ensure the quality and consistency of organizational information disseminated to media sources, the following policy shall be enforced:

- All media contacts are to be handled by the Executive Director, or his or her designee, regardless of who the media representative is or whom he or she represents or how innocuous the request.
- All press releases or other promotional materials are to be approved by the Executive Director or his or her designee prior to dissemination.
- If a reporter, producer, or other news media person should contact an employee of Adelante Schools or a member of the Board of Directors, the individual who is contacted should refer the media person to the Executive Director. Please do not say that you are not allowed to talk to a reporter, or that you must seek permission to do so. Instead, tell the reporter, “Adelante Schools’s policy is to refer all media inquiries to the Executive Director. You can reach him/her at (telephone number and email address).” Provide this information quickly, professionally, and courteously to all media calls. As with all external contacts, it is important to make a good first impression of Adelante Schools. It is also important to act quickly in order to enable the reporter to stay on deadline.
- The Chair of the Board of Directors shall only speak directly to a media representative if he/she, acting on behalf of the full Board of Directors, must make a comment specifically about the Executive Director/Head of School.

### **5.02 Social Media and Online Presence Policy**

As a member of the Board of Directors, a board member’s reputation becomes linked with the reputation of the school. Recognizing this fact, it is critical that Board members use discretion about the language, photos, and other content posted to those profiles. Furthermore, Board members should avoid controversial topics and any political statements or endorsements and thoughtfully curate their profiles to ensure they are professional.

Privacy settings should ensure that Board members’ profiles on social media platforms may not be viewed by the public, or put another way, the profiles may be viewed only by approved friends/followers.

## **SECTION 6 – FINANCE AND ACCOUNTING**

Addendum manual reviewed and approved by Finance Committee.