



# Shining Rock Classical Academy

## Monthly Board Meeting

---

### Date and Time

Wednesday June 24, 2026 at 6:30 PM EDT

### Location

SRCA

**2150 Russ Avenue, Waynesville, NC 28786.**

\*If school is closed due to weather, the board meeting will be remote at the provided link.

---

Next regular meeting - June 24 6:30 pm

---

### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>6:30 PM</b>
<b>A.</b> Record Attendance			1 m
<b>B.</b> Call the Meeting to Order			
<b>C.</b> Board minutes May 27	Approve Minutes	Alyson Weimar	1 m
<b>D.</b> Approve 6.16 special meeting	Approve Minutes	Alyson Weimar	1 m

	Purpose	Presenter	Time
<b>E. Mission</b>			1 m
Shining Rock Classical Academy cultivates critical thinking skills and fosters a lifelong love of learning through rigorous academics, experiential education, and our core values of Integrity, Respect, Compassion, Responsibility, Wisdom, and Leadership.			
<b>F. Public Comment</b>			5 m
Public Comment			
Public comment per board policy 2500:			
<ul style="list-style-type: none"> <li>• The SRCA Board generally allows public comments for a total of 15 minutes</li> <li>• Speakers must sign up BEFORE the start of the board meeting</li> <li>• The Board reserves the right to modify or eliminate time for public comment at any open board meeting.</li> <li>• Each person may speak for 3 minutes on either non-agenda or agenda items.</li> <li>• Each speaker must sign up in advance by completing the sign-up sheet prior to the start of the meeting</li> <li>• Speakers must conduct themselves professionally</li> <li>• Speakers may not specifically speak about any individual student, teacher, staff member, or board member, and they may not engage in any personal attacks.</li> <li>• Generally, the Board does not respond to any public comments.</li> </ul>			
Board policy: <a href="https://app2.boardontrack.com/attachment/publicDownload/340604?s=GACaz5">https://app2.boardontrack.com/attachment/publicDownload/340604?s=GACaz5</a>			
<b>II. Director Report</b>			<b>6:39 PM</b>
<b>A. Director</b>			10 m
<b>III. Academic Excellence</b>			<b>6:49 PM</b>
<b>A. Updates</b>	FYI	Alyson Weimar	
No Committee updates - pause until school resumes			
<b>IV. Culture</b>			<b>6:49 PM</b>
<b>A. Updates</b>	Discuss	Josh Sims	5 m
<b>V. Facility and Transportation</b>			<b>6:54 PM</b>

	Purpose	Presenter	Time
<b>A.</b> Summer updates	Discuss	Benjamin Weimar	5 m
<b>VI. Governance</b>			<b>6:59 PM</b>
<b>A.</b> Leadership Heather Wilson Ahmed Aldossary	FYI	Alyson Weimar	2 m
<b>B.</b> Bylaws	Vote	Alyson Weimar	3 m
<b>VII. Policy</b>			<b>7:04 PM</b>
<b>A.</b> Policy updates	Discuss	Augusta Adeleke	10 m
<b>VIII. Finance</b>			<b>7:14 PM</b>
<b>A.</b> April report	Discuss	Rob Gevjan	10 m
<b>B.</b> Budget approval FY 27	Discuss	Rob Gevjan	20 m
<b>IX. Other Business</b>			<b>7:44 PM</b>
<b>A.</b> School Lunch Program	Discuss	Benjamin Weimar	10 m
<b>B.</b> Board positions	Discuss	Alyson Weimar	10 m
			<ul style="list-style-type: none"> <li>• VP - open - according to our bylaws, this position is required - we need someone to step up</li> <li>• New board recruitment 2-3 members                             <ul style="list-style-type: none"> <li>◦ Need a strong financial background - potential Treasurer position</li> <li>◦ Need strong governance - policy</li> <li>◦ Need strong community/engagement</li> </ul> </li> </ul>
<b>C.</b> Blue Ridge Health provide an update	Discuss	Heather Wilson	5 m
<b>X. Closed Session</b>			<b>8:09 PM</b>
<b>A.</b> Closed Session Pursuant to NCGS 143-318.11	Discuss	Alyson Weimar	30 m

	Purpose	Presenter	Time
	<p>Closed Session Pursuant to NCGS 143-318.11 (6): To consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee or prospective public officer or employee; or to hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee.</p>		
	<p>(5) To establish, or to instruct the public body's staff or negotiating agents concerning the position to be taken by or on behalf of the public body in negotiating (i) the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease; or (ii) the amount of compensation and other material terms of an employment contract or proposed employment contract.</p>		
<b>B.</b>	Closed session voting items	Vote	Alyson Weimar 10 m
<b>XI.</b>	<b>Closing Items</b>		<b>8:49 PM</b>
<b>A.</b>	Adjourn Meeting	Vote	

# Coversheet

## Board minutes May 27

**Section:** I. Opening Items  
**Item:** C. Board minutes May 27  
**Purpose:** Approve Minutes  
**Submitted by:**  
**Related Material:** Minutes for Monthly Board Meeting on May 27, 2026

DRAFT



## Shining Rock Classical Academy

### Minutes

#### Monthly Board Meeting

---

#### Date and Time

Wednesday May 27, 2026 at 6:30 PM

#### Location

SRCA

**2150 Russ Avenue, Waynesville, NC 28786.**

\*If school is closed due to weather, the board meeting will be remote at the provided link.

---

Next regular meeting - June 24 @ 6:30 PM

---

#### Directors Present

A. Weimar, B. Bowser (remote), B. Buckelew, B. Mullinix, J. Sims, R. Gevjan (remote), S. Messer

#### Directors Absent

A. Adeleke

#### Ex Officio Members Present

S. Jenkins

#### Non Voting Members Present

S. Jenkins

#### Guests Present

Blue Ridge Health (remote), Bryan Reeves, H. Wilson, T. Gresham

---

## I. Opening Items

### A. Record Attendance

### B. Call the Meeting to Order

A. Weimar called a meeting of the board of directors of Shining Rock Classical Academy to order on Wednesday May 27, 2026 at 6:32 PM.

### C. Approve Minutes: 5/11 special meeting - lunch program

S. Messer made a motion to approve the minutes from Special Called Meeting on 05-11-26.

J. Sims seconded the motion.

The board **VOTED** to approve the motion.

### D. Approve 4/22 regular meeting

J. Sims made a motion to approve the minutes from Monthly Board Meeting on 04-22-26.

S. Messer seconded the motion.

The board **VOTED** to approve the motion.

### E. Mission

A. Weimar read aloud the SRCA mission statement

### F. Public Comment

None

## II. Director Report

### A. Director

S. Jenkins spoke

- End of year celebrations
- End of year testing
  - Still awaiting full results
- Epicenter task update
  - Lunch amendment was accepted
  - Meeting for the amendment is June 8 at 10:15 AM ET
  - H. Wilson to lead the meeting
  - Fire log uploaded and pending approval
- Title 1 audit findings
- Student enrollment
- 5 yr enrollment projections

- Upcoming policy updates
  - Grading policy
  - Fundraising policy
  - Overnight and extended travel policy
  - Spending authorization policy

### III. Academic Excellence

#### A. Updates

A. Weimar said that academic committee did not meet this month and will not meet until the Fall semester

#### B. Parent Survey

A. Weimar presented the results of the parent survey

The board discussed the results throughout

### IV. Culture

#### A. Updates

J. Sims spoke

- NEST met earlier today
- Falcon Film Fest on June 19
- Uniform Sale sometime in July
- Still waiting on World Famous Chocolate prizes to be delivered
- Bingo night on November 14 (seeking donations for prizes)
- Still seeking someone to share the responsibilities of NEST President with R. McFalls
- Celebrating teachers in August with snacks and refreshments before students return
- Kindergarten parent breakfast

### V. Facility and Transportation

#### A. Summer updates

B. Mullinix

- 9 AM call with SOAR (Adventure Discovery School)
  - Talk about offer for the modulars
  - Board members attending
    - R. Gevjan
    - A. Weimar

- B. Mullinix

B. Weimar

- Inventory assessment in light of high school closure

## VI. Governance

### A. Update on Leadership

- S. Jenkins resignation
  - Vote to accept
- Director considerations
  - H. Wilson
- **New Director considerations**
  - Interview of a qualified candidate by the board
  - Consideration for internal vs external search
  - Family considerations (through parent survey)
  - Teacher/staff vision casting with board
  - Teacher/staff invited to hear candidate presentation
  - Follow-up interview questions/references with Dr. Miller
- Larry resigned from the board
  - Need more board members on policy committee

## VII. Policy

### A. Updates

A. Weimar said that policy committee did not meet this month

## VIII. Finance

### A. April report

R. Gevjan

- (Shared budget snapshot of thus far) \$135,000 surplus for YTD
- Draft of upcoming budget
  - To end with a surplus of ~\$273,255.98
- B. Reeves
  - Increase in contract due to overall Haywood County staff raises
- \$1.3 million in cuts
- Working with bondholders to sustain sufficient ratio
  - Bondholders are incentivized for us to succeed

### B. Budget approval FY 27

1st read, no vote

## IX. Other Business

### A. School Lunch Program

J. Sims made a motion to approve the school lunch program.

S. Messer seconded the motion.

The board **VOTED** unanimously to approve the motion.

### B. AIG

S. Jenkins spoke

- Different ways of identifying a student as AIG
- Implementation change (pushing into classroom)
- Training
- AIG and STEM night in Spring

A. Weimar made a motion to approve the AIG revised plan.

J. Sims seconded the motion.

The board **VOTED** unanimously to approve the motion.

### C. Board positions

- A. Weimar asking for a vice chair who would eventually succeed the chair
  - Bringing up in June as A. Weimar comes to the end of her 2 year term
- L. Davis resigned recently
- Recruiting for new board members

### D. Blue Ridge Health (aim to cover early in agenda)

T. Jones Thomas

- From Polk County
- Blue Ridge Health
- school-based health
- brchs.com
- PP presentation
  - school-based health
  - 7 county service areas in WNC, w over 47 sites
    - About 17 behavioral and medical, rest are behavioral
  - Provide services based on MOU
  - Difference between school nurse and BRH
    - School nurse typically would do the triage
    - Higher acuity would go to BRHa
    - Families of student can go to the clinic

- Staff can go to the clinic
- Parent permission required for student to go to clinic
  - And parent is notified if student does go to clinic
- Attention seeking visits are handled well by the behavioral expertise that exists alongside the medical
- Dental bus
- Psychiatric care in Henderson county, expected to come soon to other counties

Discussion included clinic operations, parent consent requirements, behavioral health services, medication administration, staffing considerations, and facility space needs. Ms. Thomas noted that Blue Ridge Health could potentially provide nursing support and that services could continue throughout the summer months.

Board members discussed the possibility of establishing a school-based clinic at SRCA and asked questions regarding implementation, staffing, and service delivery.

Ms. Thomas indicated that an agreement would need to be in place prior to the start of the fall semester to allow for implementation.

The Board thanked Ms. Thomas for her presentation, and she departed the meeting.

J. Sims made a motion to solicit an MOU from Blue Ridge Health.

B. Buckelew seconded the motion.

The board **VOTED** unanimously to approve the motion.

## X. Closed Session

### A. Closed Session Pursuant to NCGS 143-318.11 (6)

Closed Session Pursuant to NCGS 143-318.11 (6): To consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee or prospective public officer or employee; or to hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee.

R. Gevjan made a motion to enter closed session with S. Jenkins and H. Wilson attending.

B. Bowser seconded the motion.

The board **VOTED** to approve the motion.

A. Weimar made a motion to exit closed session.

J. Sims seconded the motion.

The board **VOTED** to approve the motion.

### B. Closed session voting items

S. Messer made a motion to approve the personnel report.

B. Mullinix seconded the motion.

The board **VOTED** unanimously to approve the motion.

J. Sims made a motion to accept Sara Jenkins's resignation letter.

B. Buckelew seconded the motion.

The board **VOTED** to approve the motion.

J. Sims made a motion to offer employment to Heather Wilson contingent upon satisfactory supervisory and professional reference checks, successful completion of all required criminal background checks, and completion of any additional employment verification requirements established by the Board.

S. Messer seconded the motion.

The board **VOTED** to approve the motion.

## **XI. Closing Items**

### **A. Adjourn Meeting**

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 9:40 PM.

Respectfully Submitted,

A. Weimar

---

## **Documents used during the meeting**

- SRCA\_2026\_May\_Director\_Report.pdf
- 00.a 2026.04 Board Report.pdf
- SRCA FY27 Annual Draft Budget-1.pdf
- AIG Plan Revise.pdf

# Coversheet

## Approve 6.16 special meeting

**Section:** I. Opening Items  
**Item:** D. Approve 6.16 special meeting  
**Purpose:** Approve Minutes  
**Submitted by:**  
**Related Material:** Minutes for Special Meeting on June 16, 2025

DRAFT



# Shining Rock Classical Academy

## Minutes

### Special Meeting

---

#### Date and Time

Monday June 16, 2025 at 7:00 PM

#### Location

Time: Jun 16, 2025 07:00 PM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/82249594669?pwd=ZCtAKCu144qPLDQsmLhptFQ7kYqOkf.1>

Meeting ID: 822 4959 4669

Passcode: 273017

---

One tap mobile

+19292056099,,82249594669#,,,,\*273017# US (New York)

+13017158592,,82249594669#,,,,\*273017# US (Washington DC)

---

Dial by your location

- +1 929 205 6099 US (New York)
  - +1 301 715 8592 US (Washington DC)
  - +1 305 224 1968 US
  - +1 309 205 3325 US
  - +1 312 626 6799 US (Chicago)
  - +1 646 931 3860 US
  - +1 253 205 0468 US
  - +1 253 215 8782 US (Tacoma)
  - +1 346 248 7799 US (Houston)
  - +1 360 209 5623 US
-

- +1 386 347 5053 US
- +1 507 473 4847 US
- +1 564 217 2000 US
- +1 669 444 9171 US
- +1 669 900 6833 US (San Jose)
- +1 689 278 1000 US
- +1 719 359 4580 US

Meeting ID: 822 4959 4669

Passcode: 273017

Find your local number: <https://us02web.zoom.us/j/kjcP00Vlf>

---

SRCA Board of Directors

Date: June 16, 2025

Time: 7:00 PM

Location: Zoom

Purpose: To discuss terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease - Pursuant NC § 143-318.11 #5

---

**Directors Present**

A. Adeleke (remote), A. Weimar (remote), A. Wilkins (remote), B. Buckelew (remote), B. Mullinix (remote), J. Sims (remote), L. Davis (remote), R. Gevjan (remote), S. Messer (remote)

**Directors Absent**

*None*

**Directors who left before the meeting adjourned**

A. Adeleke

**Ex Officio Members Present**

J. Morgan (remote)

**Non Voting Members Present**

J. Morgan (remote)

---

**I. Opening Items**

**A. Record Attendance**

**B.**



#### **Roll Call**

A. Adeleke Absent  
B. Mullinix Aye  
S. Messer Aye  
J. Sims Abstain  
L. Davis Aye  
R. Gevjan Aye

#### **B. Vote - Open session voting item**

B. Mullinix made a motion to Add gym curtains and goals not to exceed 50K.

L. Davis seconded the motion.

The board **VOTED** unanimously to approve the motion.

#### **C. Vote - Open session voting item**

S. Messer made a motion to Awnings and concrete on Russ Ave not to exceed 150K.

B. Mullinix seconded the motion.

The board **VOTED** unanimously to approve the motion.

#### **V. Closing Items**

##### **A. Adjourn Meeting**

A. Weimar made a motion to adjourn special called meeting.

A. Wilkins seconded the motion.

The board **VOTED** unanimously to approve the motion.

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 8:00 PM.

Respectfully Submitted,

A. Weimar

---

#### **Documents used during the meeting**

*None*

# Coversheet

## Bylaws

**Section:** VI. Governance  
**Item:** B. Bylaws  
**Purpose:** Vote  
**Submitted by:**  
**Related Material:** Bylaws\_SRCA.pdf  
2026 Bylaws and Mission Statement.pdf

**BYLAWS  
OF  
SHINING ROCK CLASSICAL ACADEMY, INC.**

**ARTICLE I  
Organization**

ARTICLE 1.1 Name. The name of the corporation is Shining Rock Classical Academy, Inc. (the "Corporation"). The charter school shall operate under the corporation as Shining Rock Classical Academy.

ARTICLE 1.2 Principal Office and Other Offices. The Corporation's principal office, known place of business, and place where its records shall be kept is 1023 Dellwood Rd, Waynesville, NC 28786. The Corporation may change its principal office, or adopt other and additional offices, as the Board may designate from time to time.

ARTICLE 1.3 Corporate Seal. No instrument executed by or on behalf of the Corporation shall require a corporate seal for validity, but if a corporate seal is used, the Board shall approve its form.

ARTICLE 1.4 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE 1.5 Registered Agent. The name and address of the Corporation's registered agent is Board Chair. Address: 1023 Dellwood Rd., Waynesville, NC 28786.

**ARTICLE II  
Purpose**

ARTICLE 2.1 Purpose. The Corporation is organized for the purpose of being a Charter School under the Charter School Act of 1996, as codified in North Carolina General Statute 115C-238.29A et seq.

ARTICLE 2.2 Mission: Shining Rock Classical Academy engages all students and challenges them to excel. Through an integrated, content-rich curriculum, students will develop a strong foundation in critical thought and cultivate a lifelong love of learning. We encourage local and global citizenship, and we practice six core values: Integrity, Respect, Compassion, Responsibility, Wisdom, and Leadership.

**ARTICLE III  
Members**

ARTICLE 3.1 Members. There shall be no members in the Corporation unless provisions for them are later made through an amendment to the Articles of Incorporation.

**ARTICLE IV**

## Board of Directors

ARTICLE 4.1 General Powers. All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

ARTICLE 4.2 Number and Term. The Board of Directors shall consist of a minimum of seven and a maximum of thirteen directors. The actual number of Directors shall be determined from time-to-time at the discretion of the board. Directors shall serve for 1 term of three years. Directors may apply for more terms per the SRCA Board Handbook.

ARTICLE 4.3 Authority. The powers of the Board of Directors shall include, without limitation, the authority to do the following with majority vote:

ARTICLE 4.3.1 Appointments. Appoint, remove, replace and supervise all the Corporation's officers and any of the Corporation's employees;

ARTICLE 4.3.2 Investment. Invest and expend Corporation funds in order to carry out the Corporation's business;

ARTICLE 4.3.3 Agents. Employ or discharge agents, employees and independent contractors.

ARTICLE 4.3.4 Agreements. Negotiate and enter into necessary agreements, or subcontracts to promote, develop and conduct the Corporation's business and otherwise to carry out the corporation's intent and purpose;

ARTICLE 4.3.5 Insurance. Obtain liability, property and other insurance as necessary to properly protect the Corporation's business and properties and the Corporation's officers, directors, managers, members, and employees;

ARTICLE 4.3.6 Litigation. Institute litigation on routine collection matters for payments due to the Corporation for services rendered by or arranged by the Corporation;

ARTICLE 4.3.7 Borrowing. Borrow money for Corporation purposes;

ARTICLE 4.3.8 Execute Documents. Execute any instruments or documents necessary or convenient to carry on Corporation business; and

ARTICLE 4.3.9 Establish Procedures. Establish operating procedures, requirements, policies and guidelines for the Corporation which shall be implemented and followed by the Corporation's officers, employees, and independent contractors.

ARTICLE 4.4 Policies and Procedures. The Board of Directors shall be authorized from time to time to adjust, amend, and repeal such policies and procedures as it may deem necessary or appropriate to govern the Corporation's operations.

ARTICLE 4.5 Action by the Board of Directors. A majority vote is necessary and sufficient for the Board of Directors to act, except in those instances specifically described herein and in the Articles of Incorporation, where a supermajority or unanimous consent is required in order for the Board of Directors to act.

ARTICLE 4.6 Committees. The Board of Directors may, at its discretion, establish committees in order to accomplish the goals and conduct the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Committees may include, but are not limited to Finance, Governance, Development, Facility, and Academic Innovation. Members of committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with or without cause. The Chair of a Committee must be a current member of the Board of Directors.

ARTICLE 4.7 Compensation. Unless otherwise expressly provided by resolution adopted by the Board of Directors, no Director shall receive any compensation for his or her services as a Director. The Board of Directors may at any time and from time to time by resolution provide that Directors shall be reimbursed for their actual expenses.

ARTICLE 4.8 Resignations. Any Director may resign at any time by giving written notice of his or her resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Chair or the Secretary; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 4.9 Full Time Services Not Required. Nothing in these Bylaws shall be deemed to require that a person serving on the Board of Directors spend his or her full time or any specific amount of time managing the Corporation's business; however, any person serving as a Board of Directors member shall be available at reasonable times to assist in the management of the Corporation's business.

ARTICLE 4.10 Director Responsibilities. All board members will be required to demonstrate commitment to the mission of the corporation and to Shining Rock Classical Academy. Members will be required to serve on at least one committee and attend meetings of the Board of Directors. Directors absent from three (3) consecutive regular meetings of the Board of Directors or one-half of the regular meetings of the Board of Directors within one (1) fiscal year may be subject to removal.

ARTICLE 4.11 Conflict of Interest. Any Director, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee prior to its acting on such contract or transaction shall make known to the Board the possibility of conflict of interest. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to, such contract or transaction. The minutes of the meeting shall reflect the disclosure, the vote thereon and, where applicable, the abstention from voting and participation. The Board may, at its discretion, adopt corrective and disciplinary actions with respect to transgressions of such policies.

A person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the corporation, or is a Director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation. .

ARTICLE 4.12 Vacancies. Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining members of the Board at any meeting.

ARTICLE 4.13 Removal From the Board of Directors. A Board of Directors member may be removed with or without cause only by a simple majority vote of the Board at any meeting.

## ARTICLE V

### Board of Directors Meetings

ARTICLE 5.1 Regular Meetings. The Board of Directors shall meet at least ten times per year, at such times and locations as it may determine suitable and appropriate. An annual meeting shall be held in the month of September each year unless determined otherwise by the Board of Directors. Reasonable notice of all Directors' meetings shall be provided to each Director by email, telephone, or other means of communication as deemed appropriate by the Chairperson of the Board of Directors. All meetings of the Board of Directors shall comply with the open meetings law, 115C-4, of the North Carolina Public Schools Law.

ARTICLE 5.2 Special Meetings. The Board of Directors also may hold special meetings called by the Chair or when a majority of the Board of Directors members shall request a meeting. In the event that a Special Meeting is called, each Board of Directors member shall be given 48 hours' notice of that Special Meeting. No other

business but that specified in the notice may be transacted without the unanimous consent of all present at such meeting. Any special meeting(s) of the Board of Directors of the Company shall be announced and held in compliance with the open meetings law.

ARTICLE 5.3 Quorum. The presence of at least one half of the Directors shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may reschedule a meeting, and the Corporation shall cause a notice of the rescheduled meeting to be given to all Directors who were not present at the originally called meeting. A quorum shall be required at the rescheduled meeting. Except as otherwise provided in these Bylaws or in the Corporation's Articles of Incorporation, the act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

ARTICLE 5.4 Means of Communication. The Board of Directors, or a committee thereof, may permit a Director or a committee member to participate in a meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or a committee member participating in a meeting by such means shall be considered present at the meeting.

ARTICLE 5.5 Compliance with NC Open Meeting Laws. Notwithstanding any other provision of these Bylaws, the Corporation shall comply in all respects with North Carolina law relating to meetings of public bodies.

ARTICLE 5.6 Procedure. All business conducted at the meetings of the Corporation, including meetings of the Board of Directors, shall be conducted pursuant to Robert's Rules of Order or a reasonable, comparable format.

ARTICLE 5.7 Conflict of Interest involving the Director. If a matter comes before the Board which places a Director in a conflict of interest between the interests of the Corporation and the interest of the Director, or the Director's family or business, the Director with the conflict shall be prohibited from voting on the particular matter. In addition, the Corporation shall comply with the voting and disclosure provisions of the Director Conflict of Interest section of the Non-Profit Corporation Law NCGS 55A-8-31.

## ARTICLE VI Officers

ARTICLE 6.1 Officers. The Corporation's officers shall consist of a Chairperson, a Vice Chair, a Secretary, and a Treasurer and such other officers as determined appropriate by the Board of Directors. Each officer designated by the Board of Directors shall have such authority and perform such duties as the Board of Directors may from time to time determine. The officers shall serve at the pleasure of the Board of Directors. Any number of offices may be held by the same person, other than the offices of

President and Secretary. An officer may, but need not be, a member of the Board of Directors of the Corporation.

ARTICLE 6.2 Nominating Procedures. The Board of Directors shall appoint a Nominating Committee whose responsibility it will be to present a slate of candidates for Officers to the Board of Directors at the annual meeting. The Board of Directors may accept or decline the slate presented by the slating committee. If the slate is declined, nominations for officers may be entertained by the Board Chairperson.

ARTICLE 6.3 Removal and/or Resignation of Officers. Any officer may be removed with or without cause by the Board of Directors by a majority vote of the Board of Directors at any regular or special meeting held by the Board of Directors. The removal of a person as an officer of the Corporation does not automatically prevent the same person from serving on the Board of Directors. Any officer may resign at any time by giving written notice of resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 6.4 Duties of the Chairperson. The Chairperson shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementing policies established by the Board of Directors. The Chairperson shall establish the agenda, in consultation with the School Director, for each meeting of the Board of Directors, and have such powers as may be reasonably construed as belonging to the chief of any corporation, including the appointment of committees, committee chairpersons and committee membership. The Chair shall perform such other duties as the Board of Directors may prescribe.

ARTICLE 6.5 Duties of the Vice Chair. In the absence of the Chair, or in the event of the Chair's inability or refusal to serve, the Vice Chair, as selected by the Board of Directors, shall perform all the duties of the Chair and, when so acting, shall have all the powers and authority of the Chair. Such Chair shall have such other powers and perform such other duties as the Board of Directors or Chair may prescribe including acting as the parliamentarian of the Corporation.

ARTICLE 6.6 Duties of the Secretary. The Secretary shall cause minutes of all Board of Directors meetings to be kept, and review such minutes before presentation to the Board of Directors. The Secretary shall see that minutes of all meetings and all unanimous consents of the Board of Directors, these Bylaws, and all other records as required by law are properly kept. The Secretary shall file any certificate, reports and/or other filings required by any local, federal and/or state statute(s), give and serve all notices to Directors of the Corporation, maintain custody of the records and seal of the Corporation, submit to the Board of Directors any communications which shall be addressed to the Secretary of the Corporation, attend to all correspondence of the Corporation and exercise all duties incident to the office of

Secretary. The Secretary will be custodian of the corporate seal, if any, and, except as otherwise specified in a Board of Directors resolution, the Secretary will be a proper officer to impress the Corporation seal, if any, on any instrument signed by the President or any other duly authorized person, and to attest to the same. The Secretary shall perform such other duties as may be assigned, from time to time, by the President or the Board of Directors.

ARTICLE 6.7 Duties of the Treasurer. The Treasurer shall be actively engaged in the oversight, custody and management of the monies, assets, property and or securities of the Corporation. The Treasurer shall render or delegate an appointed representative to render, at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation, and shall exercise all duties incident to the office of Treasurer, including but not limited to the signing of the checks or drafts of the Corporation if so designated by the Directors.

ARTICLE 6.8 Duties of Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the Chair may prescribe.

ARTICLE 6.9 Terms of Officers. Each officer shall hold office for a term of one year or until such time as his successor has been elected by the Board of Directors. An officer may serve for more than one term.

ARTICLE 6.10 Officer Vacancies. Vacancies in any office shall be filled by a vote of the Board of Directors at any regular or special meeting.

## ARTICLE VII Head(s) of School

ARTICLE 7.1 Selection. The Head(s) of School shall be appointed by the Board of Directors. The Head(s) of School shall receive such compensation as the Board may direct. The Head(s) of School may not serve as an officer or board member of the Corporation.

ARTICLE 7.2 Duties. The Head(s) of School shall carry out the policies established by the Governing Board and shall be directly responsible to the Board of Directors.

## ARTICLE VIII Indemnification

ARTICLE 8.1 Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeal (other than an action, suit, proceeding by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, committee member, member, agent, or employee of the Corporation or is or was serving at the request of the Corporation as a member, director, officer, agent or employee of another entity, against expenses including attorneys' fees, judgments, decrees, fines,

penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted, or failed to act, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person acted or failed to act other than in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

## ARTICLE IX

### Contracts, Checks, Loans, Deposits, and Gifts

ARTICLE 9.1 Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

ARTICLE 9.2 Negotiable Instruments. All checks, drafts or other orders for the payment of money, notes, or other evidence of an indebtedness issued in the Corporation's name shall bear the signatures of those officers or employees of the Corporation as authorized by resolution. The Board of Directors may require such officers or employees to be bonded in an amount fixed by the Board of Directors.

ARTICLE 9.3 Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

## ARTICLE X

### Amendments

ARTICLE 10.1 Amendments. The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation; provided, however, that any meeting of the Board of Directors at which the Bylaws are amended must be preceded by a notice sent to each director that sets forth verbatim the existing language to be changed and the proposed new language to be inserted. Amendments require an affirmative vote from two-thirds of the Board of Directors. Material changes to the Bylaws require approval from the North Carolina State Board of Education.

ARTICLE XI  
Nondiscrimination

ARTICLE 11.1 Nondiscrimination Policy. Shining Rock Classical Academy, Inc. strives to hire qualified applicants without regard to race, color, religion, national origin, national ancestry, age, sex, gender, sexual orientation, disability or veteran status. This policy governs all aspects of employment, including selection, job assignment, compensation, discipline, termination, and access to benefits and training.

*Approved by unanimous consent by the Board of Directors October 24, 2018*

*Amended and approved by the Board of Directors November 23, 2020.*

## **Bylaws and Mission Statement**

- #1 is the original SRCA mission statement (2018)
- #2 mission statement on our website that we have used for at least the last 3 years
- Office of Charter Schools (OCS) states they do not have record of SRCA updating mission statement (should have been submitted by previous administrator)
- We need to vote on the bylaws and mission statement and submit to OCS by July 1
- Consider adding **service** - common thread with current board conversations to require and increase community service at every grade level; experiential learning through community engagement
- Community service also reflects the original school mission of local and global citizenship

### **#1 - original SRCA Mission statement:**

Shining Rock Classical Academy engages all students and challenges them to excel. Through an integrated, content-rich curriculum, students will develop a strong foundation in critical thought and cultivate a lifelong love of learning. We encourage local and global citizenship, and we practice six core values: Integrity, Respect, Compassion, Responsibility, Wisdom, and Leadership.

### **#2 SRCA Mission statement that is in current use-**

Shining Rock Classical Academy cultivates critical thinking skills and fosters a lifelong love of learning through rigorous academics, experiential education, and our core values of Integrity, Respect, Compassion, Responsibility, Wisdom, and Leadership.

### **#3 Revision for updated bylaws- (Add service to others)**

Shining Rock Classical Academy cultivates critical thinking skills and fosters a lifelong love of learning through rigorous academics, experiential education, **service to others** and our core values of Integrity, Respect, Compassion, Responsibility, Wisdom, and Leadership.

## **Board Action - Vote on a mission statement**

# Coversheet

## Policy updates

**Section:** VII. Policy  
**Item:** A. Policy updates  
**Purpose:** Discuss  
**Submitted by:**  
**Related Material:** Fundraising and Crowdfunding 3100.docx.pdf  
Lines of Financial Management .docx.pdf  
4605 Academic Grading \_2026u.pdf  
2301 Nepotism.docx.pdf  
2201 Conflict of Interest .docx.pdf

## Fundraising and Crowdfunding

*Policy Number:* 3100

### Purpose

The Board recognizes that fundraising activities may provide supplemental resources to enhance educational programs, athletics, clubs, field trips, student activities, and special projects. Fundraising should support the school's mission while minimizing disruption to instructional time and avoiding excessive solicitation of students, families, and the community.

The Board further recognizes that online crowdfunding has become a common method of securing resources for classrooms, clubs, and programs. This policy establishes guidelines for all fundraising and crowdfunding activities conducted on behalf of the school.

### A. General Requirements

- All fundraising activities conducted by the following must adhere to school procedures and get the proper permissions :
  - Classrooms
  - Grade levels
  - Athletic teams
  - Clubs and organizations
  - Academic programs
  - School departments
  - Staff members
- Fundraising activities shall:
  - Support the school's educational mission.
  - Be conducted ethically and responsibly ~~in an ethical and responsible manner.~~
  - Not interfere with instructional time.
  - Not create excessive financial pressure on students or families.
  - Comply with all applicable state, federal laws, and board policy.
- Examples of appropriate fundraising purposes include but are not limited to the following. All fundraising activities must be approved by the School Executive Director:
  - Classroom supplies or equipment
  - Instructional and/or educational material
  - Capital improvements and/or repairs
  - Student field trips and learning opportunities off-campus
  - Transportation improvements
  - Student celebrations and/or teacher appreciation

### B. Student Participation

- Students shall not engage in fundraising activities during instructional time.
- Students in grades K–8 are prohibited from any door-to-door fundraising activities.
- Fundraising efforts should be conducted through::
  - Family and friend participation

- community events
- sponsorships
- online sales, or
- school-sponsored activities

### **C. Athletics and Student Organizations**

- Athletic teams, clubs, and student organizations may conduct fundraising activities to support:
  - Equipment purchases
  - Uniforms
  - Competition expenses
  - Travel expenses
  - Program enhancements
  - Student activities

The Executive Director may establish annual fundraising schedules to ensure equity among groups and prevent excessive fundraising.

School groups shall coordinate fundraising activities to avoid multiple groups soliciting the same community simultaneously.

### **D. Crowdfunding**

Crowdfunding is defined as the use of online platforms to solicit monetary or in-kind donations for classrooms, athletic programs, clubs, school projects, or other school-related activities.

Employees may not create crowdfunding campaigns on behalf of the school, their class, their teams, or other school-related groups without prior written approval.

Approved crowdfunding campaigns must:

- Support educational, athletic, or extracurricular purposes.
- Use approved crowdfunding platforms.
- Clearly identify the purpose of the campaign.
- Include a specific beginning and ending date.
- Comply with all student privacy laws.

Prohibited activities include

- Political or personal fundraising purposes.
- Games of chance, raffles, or other activities prohibited by law
- Any activities conducted for personal gain or benefit
- Any activities obligating the school to provide matching funds.

Students may assist in publicizing approved campaigns but may not independently conduct crowdfunding efforts.

## **E. Ownership of Funds and Donations**

All funds, equipment, supplies, and materials obtained through fundraising or crowdfunding activities conducted on behalf of the school shall become property of the school.

Donations shall be used only for the purpose for which they were approved. If it is determined that the donations are no longer needed for the originally approved purpose, the School Executive Director and Board of Directors must approve any changes.

## **F. Reporting and Accountability**

The sponsor of any fundraising activity shall:

- Maintain accurate records of funds collected.
- Submit required financial documentation.
- Ensure the proceeds are used for approved purposes.
- Provide a summary of outcomes when requested.

Failure to comply with this policy may result in denial of future fundraising requests.

The Board expects all fundraising and crowdfunding efforts to support educational opportunities while maintaining public trust, fiscal accountability, and equitable access to resources for students.

## Lines of Financial Management

*Policy Number: 3025*

### Purpose

Shining Rock Classical Academy establishes the following lines of financial authority to ensure sound fiscal management, appropriate internal controls, transparency, and accountability in the stewardship of public funds.

### The Board of Directors shall:

- Approve fiscal policies and procedures and delegate administration of those policies to the Executive Director.
- Review fiscal policies annually and make revisions as necessary.
- Approve the opening and closing of bank accounts and designate authorized signers.
- Approve all loans, lines of credit, and other debt obligations.
- Approve the issuance of school credit cards and authorized users.
- Review and approve the annual operating budget.
- Review monthly financial reports, budget-to-actual reports, check registers, and other financial reports as provided by the CFO and Finance Committee.
- Approve contracts and agreements exceeding the Executive Director's spending authority.
- Approve any unbudgeted expenditure exceeding \$10,000.
- Commission and receive the annual independent financial audit.
- Review and approve the annual audit.
- Evaluate the Executive Director and establish compensation.
- Appoint an individual to assume the Executive Director's responsibilities during periods of absence or vacancy.

### Executive Director shall:

- Serve as the chief administrative officer responsible for the financial operations of the school.
- Develop the annual budget in collaboration with the Finance Director and Finance Committee.
- Ensure compliance with all federal, state, local, and charter school financial requirements.
- Review and approve budgeted expenditures.
- Authorize expenditures within approved budget allocations.
- The Executive Director will notify the Board of any single unbudgeted expenditure that exceeds \$5,000.
- The Board is required to approve any expenditure exceeding \$10,000 that is not included in any approved budget.
- Ensure adherence to internal controls and purchasing procedures.

- Supervise the implementation of all fiscal policies.
- Designate an appropriate administrator to fulfill financial responsibilities during periods of absence.

**The Finance Director shall:**

- Maintain accurate financial records in accordance with generally accepted accounting principles and state requirements.
- Prepare monthly financial statements and budget reports.
- Monitor expenditures and cash flow.
- Process approved purchases and payments.
- Ensure compliance with grant, federal program, and state reporting requirements.
- Assist in the development of the annual budget.
- Support the annual audit process.
- Advise the Executive Director and Board regarding fiscal matters.
- Collaborate with third party financial consultants when applicable

**The Finance Committee shall:**

- Review monthly financial reports.
- Assist with budget development and long-range financial planning.
- Monitor financial performance and recommend corrective action when necessary.
- Review major expenditures and financial risks.
- Make recommendations to the Board regarding fiscal matters.
- Collaborate with third party financial consultants when applicable

**Spending Authority**

- Employees may make purchases only as authorized by their supervisor and within approved budgets.
- The Executive Director will need to approve budgeted expenditures up to \$5,000.
- The Executive Director will report budgeted expenditures exceeding \$5,000 to the Board.
- Unbudgeted expenditures exceeding \$10,000 require prior Board approval.
- Contracts or agreements that create an-ongoing financial obligation require Board approval unless specifically authorized within the approved budget.

**Internal Controls**

The school shall maintain appropriate internal controls, including whenever practical, separation of duties, approval procedures, financial reporting, and audit oversight to safeguard school assets and ensure responsible stewardship of public funds.

**ACADEMIC GRADING***Policy Number: 4605***A. School-Based Grading Plan (K-1)**

In Kindergarten and 1<sup>st</sup> grades, students are evaluated on a standards-based grading scale. The student performance levels indicate whether students have met the expectations set by the state in the Standard Course of Study. The student performance levels are defined as follows:

- E = Excelling
- S = Satisfactory
- N = Needs Improvement

As teachers assign performance levels, consideration for the time of the school year and demonstration of the expected skill will be factored.

**B. School-Based Grading Plan (2-12)**

In 2<sup>nd</sup>– 12<sup>th</sup> grades, students will earn numeric grades. SRCA employs a grading scale consistent with guidelines from the North Carolina Department of Public Instruction. The letter grade assigned for each number shall be:

A	100 – 90
B	89 – 80
C	79 – 70
D	69 – 60
F	Less than 60

While a student should receive a grade whenever possible, the teacher may issue an "Incomplete" (INC), when students are unable to complete assignments for bona fide reasons that are major components of the grade. At the direction of the Head of School, a teacher will develop a plan for completing missing assignments in a timely manner so that the student may attain a numeric grade. It is the responsibility of the student to adhere to the teacher's plan for completing assignments.

For semester and end of year grading, Incompletes will be calculated as an F if the recovery plan is not completed by the student. Incompletes will not be used for 4th quarter grades.

### C. Elementary Specials Grading Scale

Students are evaluated on a standards-based grading scale. The student performance levels indicate whether students have met the expectations set by the state in the Standard Course of Study. The student performance levels are defined as follows:

- E- Exceeds
- M- Mastered
- W- Working Towards

### C. Semester and End of Year Grade Assignment

For the purpose of assigning a semester grade, the teacher shall take the sum of each quarters number grades and divide by the number of quarters in the semester. For End of Year/Course grades, the teacher shall take the sum of each quarters number grade and divide by the number of quarters.

### Shining Rock Classical Academy Board Policy Page 1 of 2

For dual enrollment courses, the grade earned by the partner institution will be the grade of record. This includes grades of Withdrawn (W).

### D. High School Grade Point Average (GPA) and Class Ranking

In high school, grades are awarded corresponding quality points for the calculation of a student's grade point average (GPA). Values and weighted values for advanced courses are as follows:

<u>Letter grade</u>	<u>Standard Course</u>	<u>Honors Course</u>	<u>AP and College Level Course</u>
A	4	4.5	5
B	3	3.5	4
C	2	2.5	3
D	1	1.5	2
F	0	0	0
W	0	0	0

Class rankings will be determined based upon the GPA value of each student within the graduation class. In cases of academic awards in which there is a tie in student GPA, the following tiebreaker system will be applied:

1 <sup>st</sup> Tie Break	Average end of course numeric grades in common classes for previous 2 years
2 <sup>nd</sup> Tie Break	Average end of course number grades in common classes for all years
3 <sup>rd</sup> Tie Break	Number of Honors Courses
4 <sup>th</sup> Tie Break	Number of College Courses

*Approved: August 2021*

*Revised: April 2024*

**TITLE: Nepotism***Policy Number 2301***Nepotism Policy**

**Purpose:** To ensure compliance with best practices and state laws governing the relationship between employees, leadership, and board members, as well as to ensure the fair and equal treatment of all employees and applicants for employment at Shining Rock Classical Academy(SRCA).

The employment of immediate family (defined below) can cause various problems, including, but not limited to, charges of favoritism, conflicts of interest, family discord, and scheduling conflicts that disadvantage both the School and its employees. It is SRCA's goal to avoid creating or maintaining circumstances in which the appearance or possibility of favoritism, conflicts, or management disruptions exists. SRCA may allow existing personal relationships to be maintained or employ individuals with personal relationships to current employees under the following circumstances:

- No voting member of the Board shall be an employee of a company or organization that provides substantial services to the School for a fee;
- No board member may be an immediate family member of the Executive Director.
- No employee of SRCA shall be a voting member of the Board of Directors;
- The Executive Director will not hire anyone who is related to an existing employee of the School if it would create a supervisor/subordinate relationship with an immediate family member;

**Procedure:**

No employee who is an immediate family member of the Executive Director or any other employee at the School shall be hired without following this process, which shall be documented by the Board of Directors:

- The Board of Directors shall evaluate the candidate's credentials in a properly called closed-session meeting.
- The Board of Directors shall vote ~~of~~ on the employment of the immediate family member in a duly called open meeting,
- a structure shall be established to prevent conflicts of interest in consultation with the School's Director, and,
- where required, notify the NC Office of Charter Schools, with evidence, that this process has occurred;

No personal employee relationship covered by this policy will be allowed to be maintained, regardless of the positions involved, if:

- it creates a disruption or potential disruption in the work environment,
- creates an actual or perceived conflict of interest or
- is prohibited by any legal or regulatory mandate.

Any approved family relationship shall require the following restrictions:

- They may not vote or participate in any discussion on any Board action with regard to an immediate family member, including compensation, benefits or employment status.
- No employee shall supervise or evaluate a family member;
- The family relationship will not create an adverse impact on work productivity or performance;
- No employee shall audit or review in any manner the immediate family member's work or performance;
- No individual shall serve on the Board or any Committee with authority to review or order personnel actions or wage and salary adjustments if they are an immediate family member of the Executive Director or any member of the administrative team.

This policy must be considered when electing, hiring, promoting or transferring any employee. Should relationships addressed within this policy be identified with either candidates for employment or current employees, the matter shall be immediately reported to the Executive Director and the Board of Directors and the following policies and procedures shall be followed:

- A determination will be made whether the relationship is subject to SRCA's Nepotism policy based on the conditions described above.
- If the relationship is determined to fall within one or more of the conditions described in this policy, the Executive Director in consultation with the affected employees and the Board of Directors, will attempt to resolve the situation through the transfer of one employee to a new position or identifying some other action (e.g., supervisory reassignment) which will correct the conflict or issue identified. If accommodations are not feasible then, with affected employee suggestions, the Executive Director in consultation with SRCA's Board of Directors shall determine which employee must resign in order to resolve the situation.
- The Board shall follow the procedures set forth above in this policy.

SRCA reserves the right to exercise appropriate managerial judgment to take such actions as may be necessary to achieve the intent of this policy. SRCA reserves the right to vary from the guidelines outlined in this policy to address unusual circumstances on a case-by-case basis; however in every instance the procedures set forth in this policy shall be followed.

Every employee is responsible for identifying and communicating to the Executive Director or the Board of Directors any potential or existing personal relationship, which falls under the definitions provided in this policy. Employees who fail to disclose personal relationships covered by this policy will be subject to disciplinary action up to and including the termination of employment.

For the purposes of this policy, the term "immediate family member" means a spouse, parent, child, brother, sister, grandparent, or grandchild. The term includes the step, half, and in-law relationships. The term also includes domestic partners (a person with whom the employee's life is interdependent and who shares a common residence) and a daughter or son of an employee's domestic partner.

**TITLE Conflict of Interest***Policy Number: 2201***Conflict of Interest Policy*****Purpose:***

The purpose of this Conflict of Interest Policy is to protect Shining Rock Classical Academy's integrity and the public trust by ensuring that decisions made by board members, officers, and key employees are made solely in the best interest of SRCA and its educational mission. This policy is designed to ensure compliance with North Carolina charter school law (N.C. Gen. Stat. § 115C-218 et seq.), the North Carolina Nonprofit Corporation Act (N.C. Gen. Stat. Chapter 55A), and federal tax-exempt organization requirements under Internal Revenue Code § 501(c)(3). This policy supplements, but does not replace, applicable state and federal laws governing conflicts of interest.

**North Carolina Charter School Prohibitions:**

Pursuant to N.C. Gen. Stat. § 115C-218.1 and the terms of SRCA's charter agreement, the following are absolute prohibitions that cannot be waived or approved by the board:

- No member of THE SCHOOL's board of directors may enter into a contract with THE SCHOOL and receive compensation — directly or indirectly — for services rendered, goods supplied, or any other purpose, regardless of whether the board member recuses themselves from the vote.
- No member of SRCA's board of directors may hold a direct or indirect monetary interest in any company, organization, or entity that has a contract with SRCA, including any vendor, service provider, management company, or contractor.
- These prohibitions apply to the board member individually and to any business, entity, or organization in which the board member has an ownership interest, equity stake, profit-sharing arrangement, or other financial interest.
- A board member who has or acquires such a prohibited interest or contractual relationship must immediately disclose the conflict and resign from the board or divest the interest such that the prohibition no longer applies, as required to bring the board member into compliance.

**Definitions:**

- **Interested Person:** Any board director, Executive Director 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. For purposes of this policy, "board member" and "director" are used interchangeably and include all voting and non-voting members of the board of directors.
- **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, employment, or family:

- An ownership or investment interest in any entity with which SRCA has a transaction, contract, or arrangement;
- A compensation arrangement with SRCA with any entity or individual with which SRCA has a transaction, contract, or arrangement;
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SRCA is negotiating a transaction or arrangement; or
- Any other direct or indirect monetary benefit derived from a transaction or arrangement involving SRCA

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this policy, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee determines that a conflict of interest exists — except where the prohibitions outlined in the North Carolina Charter School Prohibitions section apply, in which case the conflict is absolute and non-waivable.

- **Disqualified Person:** For federal tax purposes, a disqualified person is any person who was, at any time during the five-year period ending on the date of an excess benefit transaction, in a position to exercise substantial influence over the affairs of SRCA, including board members, officers, and certain key employees.

**Procedures:**

- **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must promptly disclose the existence of the financial interest and provide all material facts to the board of directors or the applicable committee. Disclosure must be made at the earliest opportunity, and no later than the first meeting at which the matter is to be considered. If a board member discovers a potential conflict after the fact, immediate disclosure is required. All disclosures shall be made in writing using SRCA's annual disclosure form (2201-F) or such other written form as the board may require.
- **Mandatory Recusal — Absolute Prohibition:** Where the conflict falls within the absolute prohibitions described in the North Carolina Charter School Prohibitions section, the board member must not participate in any deliberations or vote on the matter, and the transaction or arrangement shall not proceed regardless of whether a majority of disinterested directors would otherwise approve it. The board must take steps to terminate or unwind any existing arrangement that violates these prohibitions.
- **Determining Whether a Conflict of Interest Exists (Other Situations):** For conflicts not subject to absolute prohibition, after disclosure and discussion with the interested person, the interested person shall leave the meeting while the remaining board or committee members determine whether a conflict of interest exists.
- **Procedures for Addressing a Conflict of Interest (Other Situations):**
  - The interested person may make a presentation before the board or committee, but must leave the meeting during deliberations and any vote on the transaction or arrangement.

- The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or subcommittee to investigate alternatives to the proposed transaction or arrangement.
  - After exercising due diligence, the board or committee shall determine whether SRCA 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.
  - If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that do not produce a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SRCA'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.
  - The interested board member shall not be counted for purposes of quorum when the conflict is being considered or voted upon.
- **Violations of the Conflict of Interest Policy:**
    - If the board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, or has entered into or maintained a transaction or arrangement that violates the North Carolina charter school prohibitions, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
    - If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, or has violated the absolute prohibitions applicable to charter school board members, it shall take appropriate disciplinary and corrective action, which may include removal from the board, referral to the North Carolina State Board of Education, or other action as required by law or SRCA's bylaws.
    - Any transaction or arrangement entered into in violation of this policy, or of N.C. Gen. Stat. § 115C-218.1, is voidable at the option of SRCA.

### **Records of Proceedings:**

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

- 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 board's or committee's decision as to whether a conflict of interest in fact existed;
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings; and
- Whether any absolute prohibition applicable to charter school board members was triggered and, if so, the corrective action taken by the board.

### **Compensation:**

- A voting member of the governing board who receives compensation, directly or indirectly, from SRCA for services is precluded from voting on matters pertaining to that member's compensation. Note: pursuant to the North Carolina charter school prohibitions set forth above, board members may not receive compensation from SRCA under any circumstances.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SRCA for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SRCA, whether individually or collectively, is prohibited from providing factual information to any committee regarding compensation.

### **Annual Disclosure Statements:**

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

- Has received a copy of this Conflict of Interest Policy;
- Has read and understands the policy;
- Has agreed to comply with the policy;
- Understands that SRCA is a nonprofit charitable organization and that, in order to maintain its federal tax-exempt status, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes; and
- Discloses any known financial interests, contractual relationships, or other circumstances that may constitute a conflict of interest, including any ownership or financial interest in entities that do business with SRCA.

The board shall retain all signed annual disclosure statements and shall review disclosed interests at least annually. The board chair or designee shall follow up on any disclosure that may implicate the absolute prohibitions applicable to charter school board members.

### **Periodic Reviews:**

To ensure SRCA operates in a manner consistent with its charitable and educational purposes and does not engage in activities that could jeopardize its tax-exempt status or charter, periodic reviews shall be conducted at least annually. The periodic reviews shall, at a minimum, include the following:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- Whether partnerships, joint ventures, and arrangements with management organizations conform to SRCA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable and educational purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction; and
- Whether any existing contracts or arrangements involving board members or entities in which board members hold a financial interest are in violation of the North Carolina charter school prohibitions, and if so, what corrective action is required.

**Use of Outside Experts:**

When conducting periodic reviews as provided in this policy, SRCA 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 that periodic reviews are conducted and that the board independently evaluates the information provided.

**Governing Law and Policy Authority:**

This policy is adopted pursuant to and consistent with:

- N.C. Gen. Stat. § 115C-218 et seq. (North Carolina Charter School Act), including § 115C-218.1 governing conflicts of interest and prohibited transactions for charter school board members;
- N.C. Gen. Stat. Chapter 55A (North Carolina Nonprofit Corporation Act), including § 55A-8-31 governing conflicts of interest for directors; and
- Internal Revenue Code § 501(c)(3) and § 4958 (excess benefit transaction rules), and related Treasury Regulations.

In the event of any conflict between this policy and applicable law, the applicable law shall control. The board shall amend this policy as necessary to maintain compliance with applicable state and federal law.

Adopted by the Board of Directors of Shining Rock Classical Academy

**Date Adopted:** \_\_\_\_\_

**Board Chair Signature:** \_\_\_\_\_

**Board Chair Printed Name:** \_\_\_\_\_