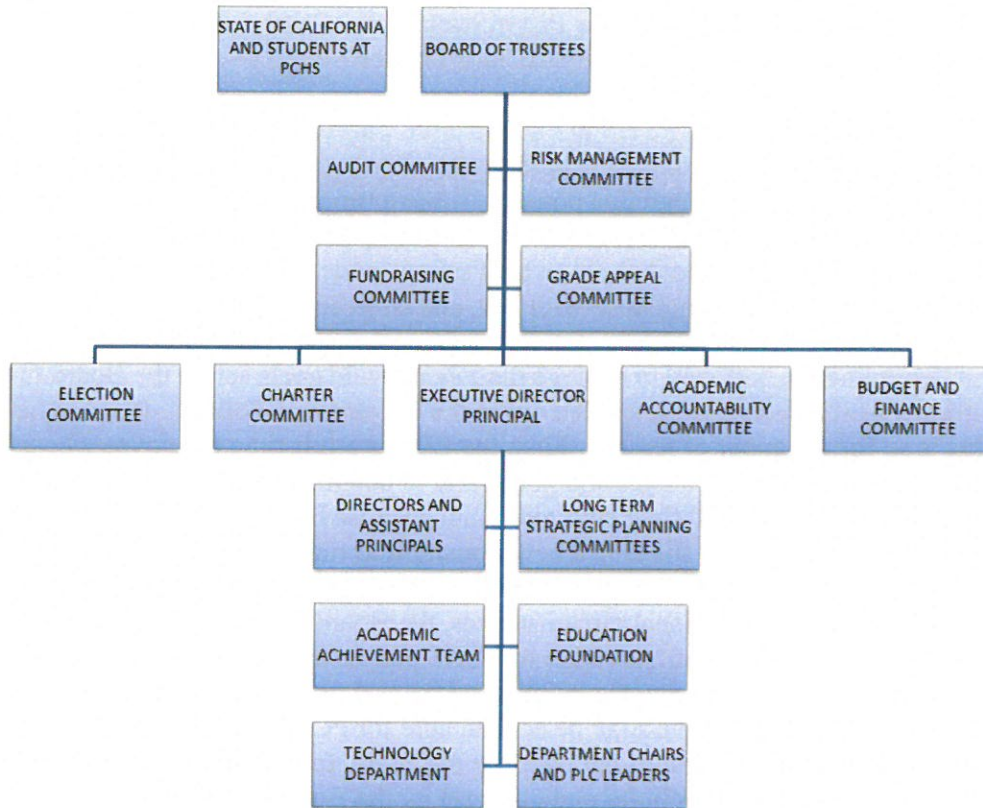


GOVERNANCE STRUCTURE



Board Roles, Responsibilities, and Purpose

The goal of PCGS Governance is to give voice and effect to the notion of local control of PCGS by the stakeholders directly affected by PCGS. This includes the students, faculty, parents, classified staff, and administration. In addition, PCGS Governance is designed to ensure that all voices are heard; that decisions by the governing Board are made in a transparent way, visible to the public; that consensus is achieved when possible; and that there is strong accountability for the decisions that are made. More particularly, the Board of Trustees is charged with ensuring that PCGS achieves appropriate results, in an appropriate manner, for its students in accordance with its Charter. Finally, it is important for pupils to witness, engage with, and participate in a democratic, transparent system of governance and shared decision-making.

To this end, the PCGS Board of Trustees is elected by the different stakeholder groups, specifically the faculty, parents, classified staff, administrative staff, and students, with various different groups having the ability to elect certain members of the Board of Trustees as described below. By allowing Trustees to be directly elected by stakeholder groups, the ability of those groups to be heard in a meaningful way is enhanced. At the same time, however, the Board of Trustees, and each of its members, must always be

cognizant of the fact that in their capacity as a Trustee, he or she does not “represent” the stakeholder group that elected him or her. Rather, each Trustee is obligated to “represent” the stakeholders as a whole. Accordingly, each Trustee must decide each question put to the Board based on what is best for PCHS overall, not simply what is best for the stakeholder group that elected that particular Trustee.

To best fulfill its Mission, PCHS has adopted the Carver/Carpenter model of governance. Under that model, while all governance power ultimately resides in the Board of Trustees, it is anticipated that this power will be routinely delegated to the Executive Director and Principal (EDP) as to the day-to-day operations of PCHS. In other words, the Board of Trustees’ role is to set overall school-wide policies and goals, ensure fiscal responsibility, ensure compliance with law, and oversee the EDP. In contrast, the EDP’s role is to oversee the school’s operation, implement the policies approved by the Board, and determine the best way to achieve the school-wide goals set by the Board. (The current specific delegation is spelled out in the Governance Policies, attached hereto.) This is so for a number of reasons. First, the EDP is a full-time employee whose job is to implement the Board’s policies and goals, and to determine the best method to do so. Because the EDP is a full time employee, and because he or she has direct control over the administration, he or she is in a better position to run the school on a day-to-day basis than would be a part-time Board of Trustees. Accordingly, good governance demands that, except under exceptional circumstances, the Board of Trustees not micro-manage the EDP’s operational administration of PCHS and further that (again, absent exceptional circumstances) the EDP have the latitude to hire and fire senior managerial personnel. Second, it is critical that the EDP be accountable for PCHS’s operations. This cannot be accomplished if the EDP does not have the discretion to choose the best methods by which to implement the policies and goals set by the Board of Trustees. Third, because of the manner in which the Board of Trustees is elected, it is critical that the EDP be given wide latitude in PCHS’s operations.

While it is anticipated that operations and day-to-day governance will be delegated, the Board of Trustees remains directly responsible for setting PCHS’s overall goals, priorities, and major policies. It is also directly responsible for ensuring that PCHS operates in a fiscally responsible manner. The Board is also responsible for directly overseeing and evaluating the EDP, and for being informed concerning the performance of PCHS’s senior staff. Finally, the Board is directly responsible for ensuring that PCHS obey all applicable laws and regulations and operate in the highest ethical manner possible. Those responsibilities cannot be delegated to others, although all members of the PCHS community have a responsibility to work toward these ends as well.

To implement this governance philosophy, the Board of Trustees has adopted Governance Policies. Under those policies, the Board’s role is to specify outcomes and ensure that those outcomes are achieved, but it is the EDP’s duty to determine and, where appropriate, execute the means necessary to achieve those outcomes. Thus, the Board of Trustees’ actions emphasize goals rather than means, encourage diversity in viewpoints, focus on governance rather than administrative detail, draw a clear distinction between the Board’s role and the EDP’s role, rely on collective rather than individual decision-

making, and strive to be proactive rather than reactive. Accordingly, the procedure to follow in registering a complaint or concern depends on the nature of the issue. Issues involving major school-wide policies, immediate risks to health and safety, or issues concerning alleged illegal or unethical conduct could be brought to the Board directly, while issues that are essentially operational in nature would be brought to the administration. To illustrate, were a parent to complain that their child's coach does not employ a constructive coaching philosophy, that complaint would be investigated and resolved by the administration rather than the Board. Similarly, if a faculty member complained that it took too long to respond to a problem with internet access, the complaint would be investigated and resolved at the administrative level, rather than the Board level. In contrast, were there a complaint that class sizes are too large, that would be considered a larger policy question and resolved, ultimately, by the Board through the budgeting process (although such a question would be dealt with initially by the Board's Budget and Finance Committee, which, along with the administration, would make a recommendation to the Board). In addition, some matters are properly Board concerns, but may be dealt with by the administration with Board oversight. For example, were a faculty member to complain of illegal conduct (not directly involving the EDP), the complaint would likely be investigated by the EDP, but the complaint and the resolution thereof would be monitored by the Board to assure that it is being handled and resolved in accordance with applicable law. Notwithstanding the foregoing, anyone is welcome to attend any Board meeting and is also welcome to bring anything to the Board's attention. This policy does not limit what can be brought up to the Board of Trustees, but rather defines what matters will be resolved at the Board level as opposed to the administrative level. In addition, the EDP's resolution of issues within his or her scope of authority is properly reviewed by the Board as part of the EDP's periodic review.

Because PCHS cannot fulfill its responsibilities without the aid of other stakeholders, the Board will have the benefit of the advice of certain Board-level committees comprised of stakeholders. It is anticipated that these committees can and will focus on particular aspects of PCHS with the aid of appropriate stakeholder members in order to advise the Board on Board-level issues. As set forth above, a "Board-level issue" is, for example, an issue of overarching policies and goals, fiscal responsibility, ensuring that the EDP is held accountable, and ensuring compliance with law.

In short, all governing authority at PCHS shall reside in the Board of Trustees, and nothing herein shall be construed as limiting the Board of Trustees' power except as may be required by law or as may occur by virtue of properly approved collective bargaining agreements or other proper contracts. Notwithstanding the foregoing, the Board of Trustees may, through governance policies or otherwise, delegate the day-to-day operations at PCHS to the EDP. It is anticipated that such delegation will occur as a matter of routine.

Stakeholder Board Level Committees

Stakeholder Board Level Committees (SBLC's) are committees that report directly to the Board of Trustees and are made up of at least one Board member and additional members

who need not be on the Board of Trustees. SBLC's are limited to topics in which the Board of Trustees has principal responsibility, rather than topics in which the EDP has principal responsibility. The areas in which the Board has principal responsibility are, as set forth above, setting overall school-wide policies and goals, ensuring fiscal responsibility, and exercising compliance with law. Accordingly, SBLC's are formed to advise the Board in these areas. In contrast, operational issues are the EDP's responsibility, and as such, he or she is advised by Long Term Strategic Planning Committees, discussed below. On the latter group of topics, stakeholder input will be through the Long-Term Strategic Planning (LTSP) committees or their functional equivalent.

SBLC's may be set up by the Board of Trustees and disbanded by the Board of Trustees at the Board's discretion, subject to the limitations below. No Board power or authority may be delegated to an SBLC.

SBLC's shall be made up of representatives from all stakeholder groups (except community members, who may or may not be on an SBLC at the Board of Trustees' discretion), provided, however, that the faculty shall have the right, but not the obligation, to constitute a majority of each SBLC except as set forth below. SBLC members shall be appointed by the Board of Trustees in consultation with stakeholder groups. Although the appointment power resides with the Board in the Board's discretion, it is expected that the Board will give great deference to nominees presented by the stakeholder group at issue, absent exceptional circumstances. (In other words, faculty nominations for faculty positions on a committee should be given deference by the Board of Trustees.) While there can be no exhaustive list of "exceptional circumstances," examples might include the Board's rejection of a nominee who has demonstrated an inability in the past to devote adequate time to the committee. However, while it is anticipated that the Board will approve stakeholder nominees except in exceptional circumstances, nothing in this provision is intended to be a limit on the Board's ultimate discretion or authority to make appointments.

Moreover, the Board of Trustees may remove a member of any SBLC with or without cause in its discretion, but the removal of a committee member shall not be used to undermine the faculty's right to constitute a majority on each SBLC. Nothing herein shall in any way relieve the Board of Trustees of its fiduciary duties or limit its power to fulfill those duties. Accordingly, the Board of Trustees may accept, modify, or reject any recommendation made to it by any SBLC.

Except where otherwise provided by law, all SBLCs shall be subject to the Brown Act. It shall be the responsibility of each committee's chairperson to ensure compliance with the Brown Act, and the Board shall have the power and obligation to take whatever actions are necessary to ensure that SBLC's are in compliance.

Budget and Finance Committee

The purpose of the Palisades Charter High School (PCHS) Budget and Finance Committee is to ensure stakeholder participation (that is, faculty, parents, students,

administrators, and classified personnel) in decisions relating to revenues, expenditures, and fund balances. The primary consideration of the Budget and Finance Committee in its decision-making shall be to ensure fiscal solvency while fostering development of a quality educational program and improved student achievement at PCHS.

Because major priorities are often set and implemented through the budget process, it is critical that the Board be advised by a broad committee made up of different stakeholder groups. Therefore, the Board of Trustees shall not have the discretion to disband this SBLC. The Budget and Finance Committee shall, with the advice of the Executive Director and Principal (EDP) and Chief Budget Officer (CBO), propose a budget to the Board of Trustees in a timely fashion by a date set by the Board of Trustees. The Budget and Finance Committee shall also consider any other significant budgetary matters that may be referred to it by the Board of Trustees or its own members. Generally, any decision that will have a significant fiscal impact on the school shall be presented to the Budget and Finance Committee before being voted upon by the Board of Trustees.

Nothing herein shall in any way relieve the Board of Trustees of its fiduciary duty to ensure that PCHS is run in a fiscally responsible manner, or in any way limit the Board's discretion as to the adoption and contents of a budget, giving due regard for the expertise and recommendations of the Budget and Finance Committee.

The Budget and Finance Committee shall be open to all stakeholders (as described above) of PCHS, with the proviso that teachers shall have the right to constitute 50 percent of the voting members. The other seats are reserved for parents and other members as set forth below. The committee shall be limited to 17 members unless that number is increased by the Board of Trustees. Those desiring membership may make such request to the Secretary of the committee. Should an excess number from any stakeholder group apply, a vote on the relevant stakeholder group(s) shall be held by the committee representing that stakeholder group. The PCHS Board of Directors shall then appoint committee members in accordance with the provisions of this Charter as well as its bylaws and in consultation with the Budget and Finance Committee. The Committee will consist of a majority membership of the faculty stakeholder group, with the following composition:

- teachers, representing as many departments as possible
- parents
- student
- administrator
- classified employee
- community member, although it is not required that a community member serve on the committee
- a member representing the Booster Club and a member representing the Education Foundation – these may be either parent, community, or employee members.

Academic Accountability

The Academic Accountability Committee shall be an SBLC. It will focus on student achievement and will examine quantitative and qualitative academic data in order to ensure that PCHS is complying with state and charter accountability measures and fulfilling PCHS's mission, as well as any other issues referred to it by the Board of Trustees. It will provide a detailed, written report to the Board at least once a semester regarding its findings, and its Chairperson shall be present at the Board meeting to explain the report and answer any questions that the Board might have. This report may also include recommendations for Board-level policies, priorities, and goals to be considered by the Board of Trustees.

Elections

The Elections Committee shall be made up of one classified representative, two faculty representatives, and no fewer than three Board members (at least one of whom shall be a parent representative and two of whom shall be non-interested), none of whom are running for election to the Board of Trustees in the next coming election. (A "non-interested" Board member, for purposes of this Element, is a Board member who receives no compensation of any kind from PCHS, whether in the form of salary, wage, or stipend.) The Elections Committee is responsible for drafting specific voting guidelines, which must be approved by the Board of Trustees before becoming effective, for facilitating Board of Trustee elections, enhancing voter turnout, counting the votes, and presenting the certified results to the Board of Trustees. The Board of Trustees shall accept the Elections Committee's certified results absent objective evidence that the election procedures were not followed or that some other impropriety existed calling the election into question. In the event that the Board, in its discretion, believes that there has been an impropriety, it will determine the outcome of the election in consultation with legal counsel if necessary. In making its determination, the Board will be guided by the need to ensure that the election is fair and that the objective manifestation of the will of the electorate is paramount. In making its determination, the Board may appoint an *ad hoc* committee of Board members, an *ad hoc* committee of persons that might include non-Board members, or such other process or procedure as is lawful and fair. No Board member running for a seat on the Board shall participate in the decision-making process to the extent it involves the seat for which he or she is running.

Charter

The Charter Committee shall consider and recommend to the Board of Trustees changes to PCHS's Charter. The Charter Committee shall include at least one parent Board member and a total of at least three parent members. Notwithstanding the foregoing, however, the faculty shall have the right, but not the obligation (The "right, but not the obligation" means that the faculty can seat a majority, but if it does not wish to do so, it does not have to do so), to constitute a majority of the Charter Committee. No recommendation shall be made unless it is supported by a majority of faculty members to the committee, a majority of parent members to the committee, and a majority of the committee overall. For example, if there are 9 faculty members, 5 parent members, an administrator, a classified member, and a student (17 members in all), a proposal would need at least 5 faculty members, 3 parents, and 9 total votes to pass. Any

recommendation of the Charter Committee shall be transmitted to the Board during the Organizational Report portion of the Board's next regular meeting. The Board may adopt, modify, or reject the committee's recommendation. The Board may adopt changes to the Charter without the Charter Committee's input, but it is anticipated that this will not be done absent unusual circumstances. Unusual circumstances shall be determined by the Board in its discretion, and would include, but is not limited to, situations where facts and circumstances make it impractical due to time or the nature of the issue to refer the matter to the committee or await its response.

Other Committees

The Board of Trustees may appoint additional SBLC's in its discretion and may disband any SBLC so appointed (but, as set forth above, it may not disband the Budget and Finance Committee). The faculty shall have the right, but not the obligation, to constitute a majority of the committee's membership unless the SBLC's purpose does not deal with educational priorities or teaching. When the Board of Trustees appoints an SBLC, the Board shall state in writing the scope of the SBLC's authority and whether the committee is to exist for a limited time, and, if so, when the committee will terminate.

Board Member Committees

The Board of Trustees may appoint committees of the Board from time to time as it sees fit, and it may disband such committees in its discretion except as set forth below. Board Member Committees shall be solely comprised of Board members. The Board of Trustees may delegate its power to any Board Member Committee, but, if it does so, it shall do so by written resolution. Unless otherwise set forth herein, a Board Member Committee shall have no more than five (5) voting members. The Brown Act shall apply to such committees to the extent required by law. Each Board Member Committee shall elect its own chairperson, unless the chairperson is designated by the Board of Trustees, and may, but need not, adopt operating policies. In the event that no specific policies are adopted, then Robert's Rules of Order shall be deemed the operating policies.

Audit

The Audit Committee shall be made up of a majority of non-interested Board members. The Associated Student Body (ASB) Treasurer shall serve as a non-voting *ex officio* member of the committee. The Executive Director and Principal (EDP), the Chief Budget Officer, and the ASB Treasurer shall be staff to the Audit Committee. It shall work with the outside audit firm to ensure that PCHS's financial books and records are properly kept and maintained. It shall also recommend to the Board of Trustees the retention of an audit firm to the Board of Trustees. The Audit Committee shall oversee the implementation of any recommendations made by PCHS's auditors unless the Board of Trustees rejects such recommendations, provided, however that the rejection of any auditor recommendation shall be done in writing and in public session unless otherwise required by law.

Grade Appeal

The Grade Appeal Committee shall consist of one faculty member, one classified or

administrative member, and one community member. The Board of Trustees' authority to alter or change a grade given to a student at PCHS is delegated to the Grade Appeal Committee. In exercising its authority, the Grade Appeal Committee shall be bound by state law (Education Code 49066) with regard to when it is appropriate to change a grade. The Grade Appeal Committee shall report to the full Board of Trustees the result of any grade appeal, but in doing so it generally shall not identify the student or teacher involved. The Grade Appeal Committee shall bring any trends or concerns it might have to the full Board of Trustees. To the extent such trends or concerns involve confidential information, such a report may be made in closed session. The Grade Appeal's decision on any grade appeal shall constitute the final decision of the Board of Trustees and of PCHS and no appeal to the full Board of Trustees shall be entertained.

Risk Management

The Risk Management Committee shall consist of no fewer than three members, and a majority of members shall be non-interested Trustees. The Risk Management Committee shall meet regularly with the EDP to stay informed as to any risk of pending or threatened litigation, including significant grievances or potential grievances, of which the EDP may be aware. In addition, the Risk Management Committee shall be kept informed of any potential reputational or financial risk to PCHS. The Risk Management Committee may advise the EDP, and may, in its discretion, bring any matter to the full Board of Trustees. The Risk Management Committee may not, however, provide a mandatory instruction to the EDP with regard to any risk management topic unless specifically authorized to do so by the Board of Trustees. If the Risk Management Committee believes it appropriate to do so, it may seek to have the Board deal directly with any risk management matter or can request that the Board delegate authority to the committee to provide mandatory direction and instruction to the EDP.

Evaluation

The Evaluation Committee shall be made up solely of non-interested Trustees. It shall typically have six members. The Evaluation Committee shall be delegated with the Board of Trustees' power to evaluate the EDP and to receive the detailed evaluations of senior administrators from the EDP. The evaluation shall take place at least annually pursuant to the Governing Policies. The evaluative tool shall be aligned with the school-wide goals adopted by the Board of Trustees.

Bargaining Committee

The Bargaining Committee shall be made up of all non-interested members of the Board of Trustees. The EDP shall attend all meetings of the Bargaining Committee unless the Bargaining Committee otherwise requires. The Board of Trustees may, but need not, invite the Administrative representative to sit as a non-voting member of the Bargaining Committee or to attend Bargaining Committee meetings. The Board of Trustees' power to negotiate all collective bargaining agreements and approve all collective bargaining agreements is delegated to the Bargaining Committee. Any agreement approved by the Bargaining Committee shall be reported in public session of the Bargaining Committee and reported to the Board of Trustees at the Board of Trustees' next meeting. The Bargaining Committee shall have the right to retain counsel to assist it.

Survey Committee

The Survey Committee shall be comprised of Board members, at least one of whom shall be a member of the faculty and at least one of whom shall be a parent. The Survey Committee will conduct an annual survey of all stakeholders to gather staff, parent, and student opinions on PCHS's overall performance. It may also gather information from the surrounding community. The survey will seek information about overall and specific areas of satisfaction with the academic program, the working and learning environment, the school culture, and the school's administration. The Survey Committee shall seek input from the Board of Trustees and all stakeholder groups as to topics that should be included in the survey. The Survey Committee may also recommend that the Board conduct other surveys, and that if such surveys are authorized, the Survey Committee shall oversee the conduct of the survey. The Survey Committee shall report the results of all surveys taken to the Board of Trustees, and shall make all statistical results public unless doing so would be prohibited by law. Narrative responses may be made public unless doing so would, in the opinion of the Survey Committee as approved by the Board of Trustees, be improper or detrimental (in the sense that it might involve statements about individuals or cause embarrassment or harm to individuals or the institution) and where it is lawful to withhold that information.

Other Committees

The Board of Trustees may appoint such other Board Member Committees as it deems necessary and appropriate. Any such committee that is anticipated to last beyond the end of the fiscal year in which it is appointed must have its duties and responsibilities set forth by written resolution of the Board of Trustees. Such committees shall not be subject to the Brown Act if they are *ad hoc* committees as defined therein, but shall be subject to the Brown Act in all other cases and circumstances to the extent required by law. Such other committees shall not have delegated to it any powers of the Board of Trustees except upon written resolution by the Board of Trustees, and, in such case, the committee shall be subject to the Brown Act to the extent required by law even if it is *ad hoc* in nature. All actions of any committee with delegated powers shall be reported to the extent required by law in open session of that committee, and shall be reported to the Board of Trustees at the Board's next meeting.

Administrative Roles and Responsibilities

PCHS administrative roles are related directly to the daily operations of the school. PCHS Administration provides stewardship of the Charter's policies and procedures as well as pertinent school action plans. The Administration must ensure compliance with both federal and state mandates. The Administration provides guidance and proper resources in order to achieve the school-wide goals. Additionally, the administration manages, develops, and evaluates school employees.

The Administration will manage lawfully, observing the principles of good school leadership, with an emphasis on (a) the means necessary to achieve school outcomes; (b)

