



Edison School of the Arts

JULY 2024 BOARD MEETING

Date and Time

Tuesday July 16, 2024 at 5:30 PM EDT

Location

This in-person meeting is held in the Edison School of the Arts media center.

Edison School of the Arts Mission is to continue to be an educational and artful resource for all students, parents, community, and staff members by consistent and focused professional development, invitational practices by all, utilizing quarterly and annual reviews. We will continue to develop our educational and arts aesthetic by expanding our arts experiences, exposure, and partnerships

Edison School of the Arts Vision is to provide an environment that promotes high academic and creative achievement through implementation of visual and performing arts course programming. We encourage students to become responsible citizens who are culturally diverse. We develop lifelong learners, appreciators, and consumers of the arts.

Agenda

	Purpose	Presenter	Time
I. Opening Items			5:30 PM
A. Record Attendance		Vionta Jones	1 m
B. Call the Meeting to Order	Discuss	Tanya Overdorf	1 m
C. Adoption of Agenda	Vote	Tanya Overdorf	5 m

	Purpose	Presenter	Time
D. Welcome & Introductions	Discuss	Tanya Overdorf	1 m
E. Open Door Law Review		Kay Feeney-Caito	2 m
<p>The agency must post the notice on the outside of its main office or at the meeting location. It must send notices to any media that asked by January 1 of the current year to receive them.</p> <p>The 48-hour notice period does not include Saturdays, Sundays, or legal holidays. The notice for an executive session must state the specific part of the Open Door Law that allows it to be a private meeting. Agencies must keep memoranda of each public meeting and make them available to you for inspection and copying within a reasonable time after the meeting. Memoranda generally include:</p> <ul style="list-style-type: none"> • Date, time, and place of the meeting • Members present or absent • General information on matters discussed or decided • Record of votes taken, listed by individual if a roll call vote was taken <p>Agencies must also make any minutes taken available to you for inspection and copying. The minutes and memoranda for executive sessions must identify the specific part of the Open Door Law that allowed it to be a private meeting. They must also state that no other matters were discussed during the session.</p>			
F. Board Member Comments	Discuss	Tanya Overdorf	5 m
2-minutes each			
G. Public Comments		Tanya Overdorf	15 m
3-minutes each (maximum per speaker) A timer will be set.			
H. June 2024 Meeting Minutes	Approve Minutes	Tanya Overdorf	5 m

II. Board Chair Report**III. Executive Director's Report****6:05 PM**

	Purpose	Presenter	Time
A. Executive Director's Report	Discuss	Michelle Brittain-Watts	5 m
IV. Governance Committee Report			6:10 PM
Edgar, Ernest, Vionta			
A. ByLaws Review & Approval (Annually, since 2016)	Discuss	Edgar Palacios	5 m
Created in 2016, and reviewed annually since then.			
B. Governance Handbook Update - 2024-25 (Annual, since 2017)	Vote	Edgar Palacios	5 m
Board Handbook of board responsibilities and annual calendar has been reviewed by committee. Responsibilities are unchanged and staff will update meeting dates and reporting deadlines.			
C. Update on Board Policy Manual (Paused in 2023)	FYI	Edgar Palacios	5 m
In 2023, the Board placed it's Policy Manual under a pause pending hire of new ED and their engagement in the review of the manual. This school year, the committee will work with Dr. Brittain-Watts to update the Policy Manual.			
V. Academic Excellence Committee			6:25 PM
A. Committee Chair Report	Discuss	Kelli Marshall	5 m
VI. Treasurer's Report			6:30 PM
A. June 2024 Financial Report	FYI	Gregory Wallis	5 m
Per CIES June financials will not be available until August due to the end of the fiscal year reporting.			
B. YTD Stipends 2023-2024	FYI	Gregory Wallis	10 m
C. 24/25 SY Budget Review	Discuss	Gregory Wallis	5 m
The 24/25 SY budget is currently under review.			
VII. Advancement Committee			6:50 PM

	Purpose	Presenter	Time
A. Advancement Report	FYI	Kay Feeney-Caito	15 m
VIII. New Business			
IX. Final Board Comments			7:05 PM
3-minutes each			
A. 3-minutes for each Board member	FYI	Tanya Overdorf	6 m
X. Closing Items			7:11 PM
A. Adjourn Meeting	Vote		

Coversheet

June 2024 Meeting Minutes

Section: I. Opening Items
Item: H. June 2024 Meeting Minutes
Purpose: Approve Minutes
Submitted by:
Related Material: Minutes for JUNE 2024 BOARD MEETING on June 18, 2024

APPROVED



Edison School of the Arts

Minutes

JUNE 2024 BOARD MEETING

Date and Time

Tuesday June 18, 2024 at 5:30 PM

Location

This is an in-person meeting held in the media center at Edison School of the Arts.

Edison School of the Arts Mission is to continue to be an educational and artful resource for all students, parents, community, and staff members by consistent and focused professional development, invitational practices by all, utilizing quarterly and annual reviews. We will continue to develop our educational and arts aesthetic by expanding our arts experiences, exposure, and partnerships

Edison School of the Arts Vision is to provide an environment that promotes high academic and creative achievement through implementation of visual and performing arts course programming. We encourage students to become responsible citizens who are culturally diverse. We develop lifelong learners, appreciators, and consumers of the arts.

Directors Present

G. Wallis, K. Feeney-Caito, T. Givens, T. Overdorf

Directors Absent

E. Palacios, K. Marshall

Ex Officio Members Present

M. Brittain-Watts

Non Voting Members Present

M. Brittain-Watts

Guests Present

A. Berns, S. Roach, V. Jones

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

T. Overdorf called a meeting of the board of directors of Edison School of the Arts to order on Tuesday Jun 18, 2024 at 5:38 PM.

C. Adoption of Agenda

G. Wallis made a motion to Adopt meeting minutes.

T. Givens seconded the motion.

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

D. Welcome & Introductions

E. Open Door Law Review

Presented by Greg Wallis

F. Board Member Comments

Presented by Board President Tanya Stuart Board of Directors retreat.

G. Public Comments

No public comments

H. May 2024 Meeting Minutes

G. Wallis made a motion to approve the minutes from MAY 2024 BOARD MEETING on 05-21-24.

K. Feeney-Caito seconded the motion.

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

II. Board Chair Report

A. Approve Appointment for Auditors

G. Wallis made a motion to Approve Donovans CPAs for 24/25 SY.

T. Givens seconded the motion.
The board **VOTED** to approve the motion.

III. Executive Director's Report

A. Executive Director's Report

Discussed mental health grant, staffing updates, summer recruiting,

IV. Governance Committee

A. Board Member Board Election

Presented by Ernest Disney-Britton.

Ted and Greg approved the motion to extend:

1. Move to extend the membership of Tanya Overdorf for one-year term - Voting Member.
2. Move to extend the membership of Greg Wallis for one-year term - Voting Member.
3. Move to extend membership of Ernest Disney-Britton for one-year term - Non-voting Member.

B. Board Policy Handbook Review

Tabled until next month after handbook revisions are made.

V. Academic Excellence Committee

A. Committee Chair Report

Presented by Amy Berns.

VI. Treasurer's Report

A. May 2024 Financial Report

Presented by Greg Wallis.

B. YTD Stipends 2023-2024

Presented by Greg Wallis.

C. 24/25 SY Budget Review

Presented by Greg Wallis.

VII. Advancement Committee

A.

Advancement Report

Presented by Dr. Watts.

VIII. Final Board Comments

A. 3-minutes for each Board member

None.

IX. 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 7:10 PM.

Respectfully Submitted,
T. Overdorf

Coversheet

Executive Director's Report

Section: III. Executive Director's Report
Item: A. Executive Director's Report
Purpose: Discuss
Submitted by:
Related Material: CEO Report 7-12-24.pdf



Edison School of the Arts, Inc.

Monthly CEO Report

July 12, 2024

Enrollment

- PowerSchool: 610 - Goal: 655

Academics

- Summer School concluded successfully. Data indicates student growth in ELA and Math
- Analyzing IRead and ILearn data to plan for alignment with next school years instructional goals.
- July 30- Family Fun Back to School Night

Innovation

- Currently completing compliance items for July.

Finance

- Finalizing the 2024/25 budget
- QuickBooks access is still needed for approval

Partnerships:

- Established connections with new partners at the Greenlawn Cemetery meeting
- Elanco/City Community Meeting

DEI (Diversity Equity and Inclusion)

-

Family & Community Engagement

Director of Enrollment and Community Outreach

- Summer Celebration-Indiana Black Expo booth 6/28-30

Parent Involvement Educator (PIE)

- Restructuring the parent group to ensure alignment with school goals, Title I needs, and our engagement strategy.

Grants/Donations

- **Not Awarded:** Butler University Comprehensive Mental Health Grant was submitted for \$194k.

Staffing/HR

- Open positions for the 24-25 academic school year:
 - Grade 1
 - Grade 3 (teacher relocating)
 - Grade 4
 - Special Education Teachers (1)



Professional Development-Summer

- Focus on Arts Integration Focus 5 Conference (Denver, CO)
- Science of Reading foundational training
- Culturally Responsive Teaching Strategies

Facilities & Safety

- Meeting with IPS regarding fencing around property. There are funds allocated to repair the fencing, the issue now is prioritization. Edison is lower on the list.

ESOA Board Meeting

- July 16, 2024

MISC

- Adding Google Suites Workspace as a more comprehensive communication tool to secure our intellectual properties. Google Workspace will allow for us to have our own email domain to enhance our school's independent innovation status.
- Lilly Day of Service-September 26, 2024.

Coversheet

ByLaws Review & Approval (Annually, since 2016)

Section: IV. Governance Committee Report
Item: A. ByLaws Review & Approval (Annually, since 2016)
Purpose: Discuss
Submitted by:
Related Material: Bylaws (7).pdf

Edison School for the Arts, Inc.
c/o Nathan Tuttle
777 S. White River Parkway West Drive
Indianapolis, Indiana 46221

Federal EIN: 81-4684220

Exhibit to Form 1023
(Part II, Line 5)
(Part V, Line 5a)

EXHIBIT B

BYLAWS

(see attached)

Adopted: December 12, 2016

BYLAWS
OF
EDISON SCHOOL OF THE ARTS, INC.

*Certified: A true copy
1-5-17
[Signature]
Attorney-in-fact*

ARTICLE I

General

Section 1. Name. The name of the corporation is Edison Schools of the Arts, Inc. (the "Corporation").

Section 2. Address. The street address of the Corporation's initial registered office is 777 S. White River Parkway West Drive, Indianapolis, Indiana, 46221. The initial registered agent in charge of the initial registered office is Nathan Tuttle.

Section 2. 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 II

Board of Directors

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation (the "Articles") and these Bylaws (the "Bylaws"). The Board of Directors shall have the number of members, no less than three (3), as designated by resolution of the Board of Directors from time to time.

Section 2. Election and Terms. The term of each member of the Board of Directors, other than the initial directors of the Corporation, shall extend for a period of three (3) years and until his or her successor is appointed or elected and qualified. At the regular meeting of the Board of Directors immediately preceding the expiration of the term of any director, or at

a special meeting, the directors of the Corporation may elect a new director to replace the director whose term will expire, or has expired. Each such newly elected director shall serve for a term of three (3) years, or such other period as is prescribed by the directors at the time of such election, and until his or her successor is elected and qualified. A director may serve any number of consecutive or nonconsecutive terms, provided that the director continues to meet the qualifications for which he or she was initially elected to serve as a director.

Section 3. Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Unless otherwise provided in the Articles or these Bylaws, the approval of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Special Meetings. The Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days' notice, as described in Section 6 of this Article II, upon call by the Chair or by two (2) or more members of the Board of Directors. A special meeting shall be held at such date, time, and place inside the State of Indiana or elsewhere as specified in the call of the meeting.

Section 5. Compliance with Indiana Open Door Law. Notwithstanding any other provision of these Bylaws, the Corporation shall comply in all respects with the Indiana Open Door Law (currently codified at Indiana Code ("IC") section 5-14-1.5-1, et seq.), and any corresponding provision of subsequent Indiana law, in connection with all regular or special meetings of the Board of Directors.

Section 6. Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or

mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting and complies with the Indiana Open Door Law. The notice need not describe the purpose of the special meeting.

Oral notice shall be effective when communicated. Written, electronic, or telefaxed notice, where applicable, shall be effective at the earliest of the following:

- (a) When received;
- (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified mail, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7. Waiver of Notice. Notice of a meeting may be waived in a writing signed by the director entitled to notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of lack of notice or defective notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and not vote for or assent to any action taken at the meeting.

Section 8. 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 participating directors or committee members, and all members of the public physically present at the place where the meeting is conducted, may simultaneously hear each other during the meeting, provided that (i) such meeting complies in all respects with the provisions of the Indiana Open Door Law in IC 5-14-1.5-3.6, and (ii) the Board of Directors has adopted a policy to govern participation in meetings by electronic communication pursuant to IC 5-14-1.5-3.6. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Removal, Resignation, and Vacancies. A director may be removed from office at any time, with or without cause, by two-thirds of the directors then in office. A director may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or the Secretary of the Corporation. The acceptance of a resignation shall not be necessary to make it effective. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board of Directors, the President, or the Secretary. A vacancy on the Board of Directors, whether created by removal or resignation of a director, may be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.

ARTICLE III

Officers

Section 1. In General. The officers of the Corporation shall consist of a Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. All

officers may, but need not, be members of the Board of Directors. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors and shall serve for one (1) year, or such other period as prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. Any officer may be removed by the Board of Directors with or without cause. Any vacancy in any office shall be filled by the Board of Directors, and any person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.

Section 2. Chair. The Chair 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 Chair shall perform such other duties as the Board of Directors may prescribe.

Section 3. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or the Chair may prescribe.

Section 4. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the Chair, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or the Chair may prescribe.

Section 5. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the Chair may prescribe.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate two (2) or more directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and execute the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such 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.

ARTICLE V

Conflicts of Interest

Section 1. General Policy. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to

report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

- (a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.
- (b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or any of their relatives (including spouses, ancestors, and descendants, whether by whole or half blood), from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.
- (c) If a director, or a director's relative, directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.
- (d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or

by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

- (e) The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, trustee, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Effect of Conflict Provisions. The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VI

Indemnification

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in

connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined (as provided in Section 3 of this Article VI) to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation), and, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VI.

Section 2. Definitions.

- (a) As used in this Article VI, the phrase "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the Corporation, any other corporation, or otherwise), whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:
- (i) By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation

where he or she served as such at the request of the Corporation;

- (ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
- (iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article VI, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article VI, the term “wholly successful” shall mean

- (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity provided in this Article VI, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification under this Article VI (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of the Corporation or any other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article VI and (b) the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof

upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VI and insurance protecting the Corporation's directors, officers, employees, agents, or other persons.

ARTICLE VII

Contracts, Checks, Loans, Deposits, and Gifts

Section 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.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE VIII

Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation.

Coversheet

Governance Handbook Update - 2024-25 (Annual, since 2017)

Section: IV. Governance Committee Report
Item: B. Governance Handbook Update - 2024-25 (Annual, since 2017)
Purpose: Vote
Submitted by:
Related Material: Board_Governance_Handbook updated for 7.18.23 (4).pdf

GOVERNANCE HANDBOOK

For Edison School of the Arts

777 S. White River
Parkway W. Dr.,
Indianapolis, IN 46221

#1. LEADING WITH INTENT**#2. EXCEPTIONAL GOVERNANCE FOR AN EXCEPTIONAL SCHOOL**

If you've seen the transformation taking place in Indianapolis Public Schools to benefit kids, you've seen the result of a high performing board working hard in partnership with the school's district leader to make that change. Time and again, there are an irrefutable connection between the effectiveness of a board of directors and the success of the school.

By Indiana law, school boards are held accountable by the authorizers, the state, the federal government, and the public to ensure that the school is operating in accordance with its original purpose and doing so in a responsible manner. Edison, however, is also accountable to Indianapolis Public School District that owns the building and grounds, and to Mind Trust that invested in the transition to becoming an Innovation Network School.

A board's legal and fiduciary responsibilities are just the beginning. An innovation school board cannot be truly effective and meet all the state of Indiana standards unless it has also focused on exemplary governance practices. These practices, when combined, create a core foundation and synergy that allow the board to advance on mission and ensure high student achievement.

A high performing innovation school board focuses on student achievement, acts strategically, recruits an exceptional school leader, raises and uses resources wisely, and fulfills all compliance expectations - However, it only **manages two things: the school leader and itself**. Innovation school boards must manage themselves by investing in proven governance best practices regarding board composition, committee structure, meetings, and dynamics.

2023-2024 School Board Members

Tanya Stuart Overdorf	Stuart-overdorfT@myips.org	Term-ending 6/2024
Gregory Wallis	WallisG@myips.org	Term-ending 6/2024
Kay Feeney-Caito	Feeney-CaitoK@myips.org	Term-ending 6/2025
Ted Givens	GivensT@myips.org	Term-ending 6/2025
Kelli Marshall	MarshallK@myips.org	Term-ending 6/2026
*Ernest Disney-Britton <i>Ex-officio/Non-voting Member</i>	Disney-BrittonE@myips.org.	Term-ending 6/2024

DUTIES OF BOARD CHAIR

Board Member Management

- Holds members accountable for carrying out roles and responsibilities
- Is the contact for board members on board issues
- Ensures a board assessment process occurs
- Ensures board members understand that the board is empowered to act as a collective entity and that individuals board members have authority only when the board so delegates

CEO, Executive Director (*Interim Building Administrator)

- Cultivates a constructive partnership with the CEO, Executive Director
- Participates in the monitoring, evaluation, and if necessary, the hiring of the CEO, Executive Director
- Meets or talks regularly about monitoring CEO, Executive Director's progress and challenges around goals

Community Relations

- Cultivates relationships with arts organizations, donors, funders, and stakeholders
- Serves as community ambassador
- Speaks at annual meeting and community events when appropriate

Meeting Management

- Helps develop meeting agendas with the CEO, Executive Director
- Presides at all meetings of the board and may serve as a committee chair
- Promotes meaningful dialogue at board meetings
- Gives every board member an opportunity to contribute but does not allow any one member, including him/herself, to dominate or derail discussions

Board Committees

- Appoints board committee and task force chairs
- Ensures ongoing communication between committees and the board
- Facilitates committees of the board, by the board, and for the board.
- Serves as ex-officio of all committees

BOARD COMMITTEES

Every standing committee of the Edison board should have clarity on its purpose, authority level, leadership, and membership, to whom it is accountable, and frequency of meetings. The Board Chair appoints the chair for each committee. All board members are invited to serve on any/all committees of the board. All committees are chaired by a board member.

ACADEMIC EXCELLENCE COMMITTEE

The Academic Excellence Committee provides appropriate board oversight of the academic program by ensuring that the school's educational program is positively impacting student achievement and by raising strategic issues for board discussion. The Academic Excellence Committee chair meets with staff as often as necessary to conduct its work and will present a monthly board report.

- Academic Excellence Committee Chair Responsibilities, include:
- Assume responsibility for ensuring that students are achieving at the highest levels
- Agree on a definition of academic excellence for Edison School of the Arts
- In partnership with the Principal, monitor student achievement by reviewing and analyzing external, standardized tests and internal assessments, deeply understanding the factors affecting performance data and sharing updates with the full board
- Verify that Edison uses student data constructively and routinely to inform decisions
- Evaluate student achievement at Edison in comparison to other IPS schools, national standards, and other *Any Given Child* schools nationally.

Committee Chair: Kelli Marshall, member of the board

Staff liaison: Amy Berns, Principal

Meeting Frequency: Monthly

FACILITIES & SAFETY COMMITTEE

The Facilities Committee provides appropriate board oversight of the building & grounds in which Edison leases from Indianapolis Public Schools to positively impact student achievement by raising strategic issues for board discussion. Its purpose is to provide appropriate board oversight to ensure that the facility is responsive to the changing programs of educational delivery, and at a minimum

provides a physical environment that is safe, secure, accessible, comfortable, well illuminated, well ventilated, and aesthetically pleasing. The Facilities Committee chair meets with staff as often as necessary to conduct its work and will present following such meetings.

Facilities Committee Chair Responsibilities, include:

- Preliminary review of building and grounds prior to board review
- Presentation of findings on facility planning to board for discussion
- Review and recommend to the full board approval of the investments in the assets owned by Indianapolis Public Schools
- Ensure that the full board annually receives a report on the maintenance and management of the building and grounds
- Works closely with the Assistant Principal on building & grounds oversight

Chair: Ted Givens, AIA, member of the board

Staff liaison: Sheena Roach

Meeting Frequency: As needed

FINANCE COMMITTEE

The Finance Committee, chaired by the Treasurer, will meet as often as necessary to conduct its work, at minimum before every board meeting. Its purpose is to provide appropriate board oversight of school finances, ensure accurate and comprehensive financial reporting to the board, and raise strategic financial issues for board discussion. The Finance Committee chair meets with staff as often as necessary to conduct its work and will present a monthly board report.

Finance Committee Chair Responsibilities, include:

- Preliminary review of monthly financial statements prior to board review
- Presentation of financial statements to board for discussion
- Review and recommend to the full board approval of the annual budget
- Conduct an annual meeting with the auditor and present the report to the board
- Works closely with CEO, Executive Director on financial issues/oversight

Committee Chair: Greg Wallis, Treasurer of the board

Staff liaison: Vionta Jones

Meeting Frequency: Monthly

ADVANCEMENT COMMITTEE

The Advancement Committee works closely with staff to provide leadership in engaging the collective board and individual board members in regular fundraising activities for the school and in providing strategic direction, oversight, and accountability for the board's fundraising activities.

The Advancement Committee chair meets with staff as often as necessary to conduct its work and will present a monthly board report on recruitment (80%); fundraising (10%); public/community relations (10%).

Advancement Committee Responsibilities, include:

- Involving and motivating board members in the cultivation, solicitation, and stewardship of gifts
- Ensuring the case for support is strong, compelling, and accurate
- Ensuring that 100% of board members give each year
- Helping to develop strategies for major gift cultivation and solicitation
- Assisting the Advancement committee in identifying all eligible grant opportunities
- Holding the board accountable in reaching its giving and fundraising goals

Committee Chair: Kay Feeney-Caito, member of the board

Staff liaison: Penny Guthrie, Director of Advancement & Engagement

Meeting Frequency: Monthly, or as required

GOVERNANCE COMMITTEE

The Governance Committee is the committee of the board, by the board, and for the board. Its primary responsibility is to ensure the board is governing effectively and revitalizing itself. It is the responsible for providing leadership for board education, ensuring a strategically composed and diverse board is in place to govern the institution, nominating candidates for officer positions and committee membership, nominating and orienting new board members, ensuring an effective governance structure and ensuring an effective board self-assessment process. The Governance Committee, chair meets with staff as often as necessary to conduct its work and will present a monthly board report.

Governance Committee Chair Responsibilities, include:

- Developing and nominating board members to serve as officers including, Chair, Secretary, and Treasurer
- Leading the board in the identification, cultivation, and nomination of new board members to ensure a strategically composed board of up to nine members.
- Conducting an annual board self-assessment

- Ensuring new board members are effectively orientated to Edison, the board, the community, and the responsibilities and expectations of board service
- Monitoring the ongoing performance of current board members and evaluating performance before renewing board terms

Committee Chair: Ernest Disney-Britton, Ex-officio board member

Staff liaison: Amy Berns, Interim Building Administrator

Meeting Frequency: As Required

2023-2024 BOARD MILESTONES CALENDAR

Please note, the CEO Search is not included in this general schedule

JULY 2023

- Board Meeting: Tuesday, July 18, 2023
- Review board-wide BOT Board self-assessment
- Review preliminary year-end financial review
- Update Governance Handbook
- Elect board officers
- Board approval of financial budget for upcoming school year
- Board-approved letter of engagement from accounting firm audit
- Conduct annual review of ByLaws, and Policy Book
- Complete annual background checks
- Submit updated resumes to new or existing board members.
- Finance Committee monthly meeting
- Academic Committee monthly meeting July, 2023

AUGUST 2023

- Board Meeting: Tuesday, August 15, 2023
- Review preliminary standardized test results for prior year
- Finance Committee monthly meeting
- Academic Committee monthly meeting

SEPTEMBER 2023

- Board Meeting: Tuesday, September 19, 2023
- Review final standardized test results and reports
- Review CEO, Executive Director progress against goals
- Review board's progress against goals
- Academic Committee monthly meeting
- Finance Committee monthly meeting

OCTOBER 2023

- Board Meeting: Tuesday, October 17, 2023
- Review and accept audit
- Finance Committee monthly meeting
- Academic Committee monthly meeting

NOVEMBER 2023

- Board Meeting: Tuesday, November 21, 2023
- Academic Committee monthly meeting
- Finance Committee monthly meeting

DECEMBER 2023

- Board Meeting: Tuesday, December 19, 2023
- Submit School leader and CEO (if applicable) succession plan
- Board attends annual IPS LEA Meeting
- Review board's progress against goals
- Host/participate in school holiday party
- Governance Committee monthly meeting
- Finance Committee monthly meeting

JANUARY 2024

- Board Meeting: Tuesday, January 16, 2024
- Review and approve preliminary enrollment and budget assumptions for next year
- Finance Committee monthly meeting
- Academic Committee monthly meeting

FEBRUARY 2024

- Board Meeting: Tuesday, February 20, 2024
- Complete annual review of by-laws (and board policies, as appropriate)
- Review CEO, Executive Director's progress against goals
- Form CEO Evaluation Committee
- Collect annual conflict of interest disclosure forms
- Academic Committee monthly meeting
- Finance Committee monthly meeting

MARCH 2024

- Board Meeting: Tuesday, March 19, 2024
- Select auditor
- Finance Committee monthly meeting
- Academic Committee monthly meeting

APRIL 2024

- Board Meeting: Tuesday, April 16, 2024
- Complete annual board self-assessment
- Review preliminary budget for next year
- Finance Committee monthly meeting April
- Governance Committee monthly meeting
- Academic Committee monthly meeting

MAY 2024

- Board Meeting: Tuesday, May 21, 2024
- Confirm annual board member commitments
- Academic Committee monthly meeting
- Finance Committee monthly meeting
- Governance Committee meeting - Annual Meeting Planning
- Review annual budget for next year
- Review board's progress against annual goals

JUNE 2024 - Annual Meeting!

- Annual Board Meeting: Tuesday, June 18, 2024
- Elect new board members
- Elect board officers
- Update Governance Handbook
- Establish board goals for next year
- Establish CEO goals for next year
- Establish CEO professional development plan for next year
- Approve financial budget for upcoming school year
- Review board self-evaluation
- Finalize Board evaluation of school leader (or executive director/CEO)
- Finance Committee monthly meeting
- Academic Committee monthly meeting

Edison School of the Arts, Inc.
Board Meeting Agenda

- I. Opening Items**
 - a. Call the Meeting to Order
 - b. Record Attendance and Guest
 - c. Adoption of the Agenda
- II. Opening Comments**
 - a. Board Member Comments
 - b. Public Comments
- III. Consent Agenda**
 - a. Minutes
- IV. Academic Excellence Committee**
 - a. Academic Dashboard
- V. Advancement Committee**
- VI. Facilities and Safety Committee**
- VII. Governance Committee**
- VIII. Finance Committee**
 - a. Monthly Financials
- IX. Empowerment Reports**
 - a. Students, Staff, Parents
- X. Board Chair Report**
- XI. Executive Director/CEO Report**
 - a. Progress Report
- XII. Closing Items**
 - a. Unfinished Business/ Next Steps
 - b. Important Board Dates

Coversheet

Committee Chair Report

Section: V. Academic Excellence Committee
Item: A. Committee Chair Report
Purpose: Discuss
Submitted by:
Related Material: July 24-25 Academic Excellence Report .docx.pdf



Edison School of the Arts

July 2024 Academic Excellence Report

Academics

- ILEARN and IREAD-3 Data remains embargoed.
- Summer School concluded June 28, 2024.
- Curriculum materials are in the process of being ordered for the 24-25 school year.

Arts Integration

- Focus Five Arts Integration Conference, Denver
 - 11 team members attended the 2 day conference.
 - 55% of our academic team will be new to arts integration this year.
 - Building teacher leaders in arts integration strategies. We currently have 6 teachers who we consider our arts integration teacher leaders.

Coversheet

YTD Stipends 2023-2024

Section: VI. Treasurer's Report
Item: B. YTD Stipends 2023-2024
Purpose: FYI
Submitted by:
Related Material: YTD Stipends 2024.06.pdf

Pay Description	August 2023		September 2023		October 2023		November 2023		December 2023		January 2024	
	Amount Paid	Hours	Amount Paid	Hours	Amount Paid	Hours	Amount Paid	Hours	Amount Paid	Hours	Amount Paid	Hours
1099 Hours	\$ 6,335	571	\$ 7,069	714	4,057	410	6,970	715	7,894	816	\$ 2,128	236
AFTER HOURS	\$ 2,184	80	\$ 222	16	805	11	495	17	75	3	\$ 340	11
AFTER SCHOOL CLUB	\$ 764	28	\$ 294	22	1,897	50	-	-	1,832	45	\$ -	-
ARTS	\$ -	-	\$ -	-	-	-	-	-	13,070	16	\$ -	-
ATHLETICS	\$ -	-	\$ -	-	7,700	2	-	-	4,200	2	\$ -	-
BONUS +	\$ 500	1	\$ 1,500	1	-	-	-	-	-	-	\$ -	-
BONUS	\$ -	-	\$ 39,975	27	-	-	-	-	-	-	\$ -	-
CONTRACT PAYOUT	\$ 1,592	2	\$ 6,675	3	2,050	1	-	-	-	-	\$ -	-
EARLY LITERACY GRANT	\$ -	-	\$ -	-	-	-	-	-	-	-	\$ -	-
OUTDOOR CLASS	\$ 195	7	\$ 465	16	450	15	240	8	435	15	\$ 360	12
TAG GRANT	\$ -	-	\$ -	-	-	-	-	-	14,316	26	\$ -	-
PHONE STIPEND	\$ 480	-	\$ 480	-	480	-	480	-	300	-	\$ 120	-
PROF DEVELOP	\$ 840	28	\$ -	-	-	-	50	2	193	6	\$ -	-
PTO PAYOUT	\$ -	-	\$ -	-	-	-	-	-	-	-	\$ -	-
REFERRAL BONUS	\$ 500	1	\$ -	-	-	-	-	-	-	-	\$ -	-
SBAI IPS STIPEND	\$ -	-	\$ -	-	-	-	-	-	-	-	\$ 3,500	1
STIPEND	\$ -	-	\$ -	-	-	-	-	-	-	-	\$ -	-
SUB HOURS	\$ 5,894	218	\$ 7,192	280	2,898	135	3,262	199	4,482	247	\$ 2,889	136
TRANSLATION	\$ -	-	\$ -	-	245	8	120	4	92	3	\$ 133	4
TUTORING	\$ -	-	\$ -	-	-	-	-	-	330	11	\$ -	-
TOTALS	\$ 19,284	936	\$ 63,872	1,078	20,582	633	11,617	945	47,219	1,190	\$ 9,470	401

Pay Description	February 2024		March 2024		April 2024		May 2024		June 2024		YTD	
	Amount Paid	Hours	Amount Paid	Hours	Amount Paid	Hours	Amount Paid	Hours	Amount Paid	Hours	Amount Paid	Hours
1099 Hours	\$ 4,576	518	\$ 4,943	563	\$ 2,716	306	\$ 7,268	794	\$ 890	63	\$ 54,846	5,706
AFTER HOURS	\$ 758	25	\$ 930	31	\$ 200	7	\$ 2,136	71	\$ 1,583	53	\$ 9,727	325
AFTER SCHOOL CLUB	\$ -	-	\$ 200	8	\$ -	-	\$ -	-	\$ -	-	\$ 4,987	153
ARTS	\$ -	-	\$ 418	2	\$ 175	1	\$ 3,605	13	\$ -	-	\$ 17,267	32
ATHLETICS	\$ 6,500	3	\$ -	-	\$ -	-	\$ 8,300	4	\$ -	-	\$ 26,700	11
BONUS +	\$ -	-	\$ -	-	\$ -	-	\$ -	-	\$ -	-	\$ 2,000	2
BONUS	\$ -	-	\$ -	-	\$ -	-	\$ -	-	\$ 59,200	31	\$ 99,175	58
CONTRACT PAYOUT	\$ 8,421	2	\$ 3,890	1	\$ -	-	\$ 5,042	2	\$ 40,826	1,350	\$ 68,495	1,361
EARLY LITERACY GRANT	\$ -	-	\$ -	-	\$ -	-	\$ 3,706	8	\$ -	-	\$ 3,706	8
OUTDOOR CLASS	\$ 300	10	\$ 240	8	\$ 495	17	\$ 720	24	\$ 450	15	\$ 4,350	145
TAG GRANT	\$ -	-	\$ -	-	\$ -	-	\$ -	-	\$ -	-	\$ 14,316	26
PHONE STIPEND	\$ 120	-	\$ 120	-	\$ 120	-	\$ 120	-	\$ 120	-	\$ 2,940	-
PROF DEVELOP	\$ 60	2	\$ 61	2	\$ -	-	\$ 180	6	\$ -	-	\$ 1,384	46
PTO PAYOUT	\$ -	-	\$ -	-	\$ -	-	\$ -	-	\$ 14,961	448	\$ 14,961	448
REFERRAL BONUS	\$ -	-	\$ -	-	\$ -	-	\$ 1,000	1	\$ -	-	\$ 1,500	2
SBAI IPS STIPEND	\$ -	-	\$ -	-	\$ -	-	\$ 3,500	1	\$ -	-	\$ 7,000	2
STIPEND	\$ -	-	\$ -	-	\$ -	-	\$ 4,592	1	\$ -	-	\$ 4,592	1
SUB HOURS	\$ 6,213	258	\$ 5,961	242	\$ 2,833	110	\$ 7,056	292	\$ -	-	\$ 48,680	2,118
TRANSLATION	\$ 173	6	\$ 480	16	\$ -	-	\$ 105	4	\$ -	-	\$ 1,348	45
TUTORING	\$ 375	13	\$ 4,080	102	\$ 1,780	45	\$ 500	13	\$ -	-	\$ 7,065	183
TOTALS	\$ 27,496	836	\$ 21,322	975	\$ 8,319	485	\$ 47,830	1,233	\$ 118,029	1,960	\$ 395,040	10,671

Coversheet

Advancement Report

Section: VII. Advancement Committee
Item: A. Advancement Report
Purpose: FYI
Submitted by:
Related Material: July 2024 Advancement Report.pdf



- Current enrollment is 606 per PowerSchool as of 7/9/24.
- 49 kindergarteners enrolled per Enroll Indy as of 7/9/24.
- Securing community partners invites for Back-to-School Night on Tuesday, July 30, 2024.
- Networking on Back-to-School Night media coverage.
- Working with Giveback organization to get sponsors to help us keep the book machine filled.
- Seeking media coverage for Dr. Brittain-Watts and Principal Army Berns to talk about the book machine and Edison School of the Arts upcoming school year.