**Board Resolution**

**of**

**Health Sciences High School and Middle College (HSHMC)**

**Approving Amendments of Bylaws**

*(For Board Approval on 2/27/2024)*

**AMENDMENT OF BYLAWS**

**Whereas** the authorized number of directors shall be no less than 5 and nor more than 13, HSHMC Bylaws state that **the exact number of voting directors shall be fixed within these limits by a resolution of the board; and**

**Whereas** HSHMC bylaws state **general qualifications** of its members, and that members shall be selected for **renewable 4-year terms or until successors have been selected**, but also that the **Directors shall stagger dates of renewable terms** to maintain performance consistency as members term out, and

**Whereas** the filling of Board vacancies is the responsibility of the full board and cannot be delegated, but committees or work groups may be appointed or organized to make recommendations to the Board concerning matters of board development.

**Therefore, be it resolved on this date, February 27, 2024**:

That, HSHMC Board of Directors play a crucial role in shaping the overall direction and support for the school. Maintaining a strong Board of Directors is key to ensuring the effectiveness of the entire organization. *Strategic policies and practices must be used to guide board recruitment, board development, board diversity and board governance.*

That, the absolute number of voting Board members is to be fixed at 13, anything number less would constitute a vacancy or vacancies. The Board should not feel compelled to immediately fill any vacancy, or vacancies, unless Board members drops below 5. Rather, vacancies can provide the Board the flexibility to act strategically to create a Board, that as a whole, represents the skills, experiences and diversity necessary to maximize HSHMC and its’ mission and also to stagger membership terms to maintain stability.

That, at least one member of the Board be a current student at HSHMC selected through the school’s Associated Student Body. This member will be a nonvoting member but whose voice on matters that come before the Board and public will be heard and, the student member shall report to the Board matters of student activities, input and concerns.

That, Board succession planning is essential for the long-term success of HSHMC. It involves identifying and developing potential board members who can take on leadership roles in the future. Strategically, the CEO and Board Chairman should work with current board members to identify current member gaps in skills and experience as well as those that will be created as current members term out. Succession planning should occur regularly, and actions may be necessary based on changing circumstances.

That, the Board should consider either creating a committee or an advisory group, who may, without any decision making authority, assist in examining membership needs and opportunities and in recruiting and vetting potential members. This committee or group would return to the full Board to make public recommendations regarding Board slate and vacancies.

That, prospective members must be well oriented regarding the HSHMC’s mission, goals and challenges and, once selected, orientation should include providing them with support and resources so they can fulfill their responsibilities. This may include training, mentoring, and regular communication and feedback.

That, in order to advance succession planning, all current Board members will be polled by Board President by 3/15/24 to declare terms ending 8/24, 8/25, 8/26 or 8/27. In addition, the Board President shall contact each Board member, in June annually, to discuss/confirm their Board term status.

WHEREAS, the Health Sciences High and Middle College Board of Directors reviewed the proposed changes and approved them; and

WHEREAS, a copy of the amendments of the Bylaws is attached hereto as Exhibit A;

RESOLVED, that the Board of Directors accepts the amended Bylaws.

RESOLVED FURTHER, that the officers of Health Sciences High and Middle College, are, and each acting alone is, hereby authorized and directed to take such further action as may be necessary, appropriate, or advisable to implement this resolution and amendment and any such prior actions are hereby ratified, and

We, the undersigned hereby certify that Health Sciences High and Middle College is comprised of seven members, of whom XX constituting a quorum were present at a meeting and duly and regularly called, noticed, convened and held this 27 day of February, 2024, and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of XX members and opposed by XX members, and that said Resolution has been recorded in the minute book and is in full force and effect.

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Frederick G. Johnson, Board Chairman

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Fredrick McFarlane, Board Secretary/Treasurer

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Sheri A. Johnson, Deputy Board Secretary