



The Exploris School

Board Meeting

Date and Time

Tuesday December 13, 2016 at 4:30 PM

Location

Exploris Middle School campus - 401 Hillsborough Street, Raleigh NC

Agenda

Purpose Presenter Duration

I. Opening Items

A. Record Attendance and Guests		Tom Miller	
B. Call the Meeting to Order		James Gerdts	
C. Approve Agenda	Vote	James Gerdts	2
D. Approve Minutes From Last Meeting	Vote	James Gerdts	2

Draft minutes from the November meeting. Minutes were shared out through Board On Track. You can go into the November meeting to view or download the minutes.

II. Presentation

A. Board Assessment and Next Steps	Discuss	Dave Britton	30
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Dave Britton, our new BOT coach (Sean Galleghar is no longer with BOT) will follow up on Board retreat, Board Assessment results, and next steps for informing committee work.

III. Governance

A. Discuss Board Numbers	Discuss	Tom Miller	10
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The Board recently approved a change to By-Laws to increase its numbers to a maximum of 14 members. Currently, the Board has 11 voting members, and 2 non voting members. Should the Board continue recruitment at this time?

IV. ED's Report

A. School staffing	Vote	Summer Clayton	15
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Approve hiring of Emily Felker to replace Jess Todd-Marrone's position
Approve Karen Rectanus to fill Megan Hill's position for the remainder of the 16-17 school year.
Review staffing turnover from last 12-18 months and compare with year's past

V. Facilities

A. Update on new facility design	Discuss	Summer Clayton	15
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VI. Closing Items

A. Future Agenda Items	Discuss	James Gerdts	2
B. Adjourn Meeting	Vote		

Agenda Cover Sheets

Section: **II. Presentation**
Item: A. Board Assessment and Next Steps
Purpose: Discuss
Goal:
Submitted by:
Related Material: Exploris_Assessment_Report.pdf

Board Assessment Report For The Exploris School

Title: Board Assessment December 2016

Description: Assessment due December 7, 2016.

Opened: 12/04/2016

Closed: 12/09/2016

Board Members: Melissa Mitchell-Neal, Jessica Frawley, Cal Cunningham, Bob Kingery, Keely Byars-Nichols, Christine Hutchens, Leah Perry Lawless, James Gerdtts, Summer Clayton, Tom Miller, Mike Fields, Carrie Gray, Kelly Furr

CEO: Summer Clayton

Completion Status



Board



CEO

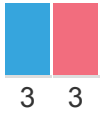


Summary Overview

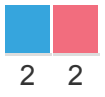
	
Board	CEO



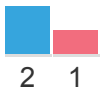
Board Meetings



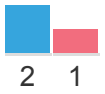
Board Structure



Board Composition



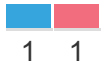
Board Recruitment



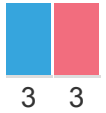
Board Goals and Accountability



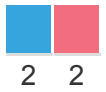
Finance



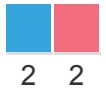
Development



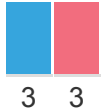
Academic Oversight



CEO Support & Evaluation



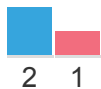
Board Savvy
CEO



Individual
Trustee

Details

Board Meetings



Yearly Meeting Plan

- Annually, the board creates a board meeting calendar outlining all the board meetings, retreats, and other important board related dates for the entire year.
- The board schedules time for deeper strategy sessions/strategic discussions throughout the year.
- The board creates a strategic board calendar that delineates when key decisions need to be made by the board.



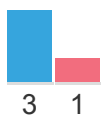
Board Meeting Agenda

- The board chair and the CEO work collaboratively to create each board meeting agenda.
- They seek input on the agenda from committee chairs.
- The board uses a consistent agenda format that delineates topic, duration, associated meeting materials, and the action that will be required.



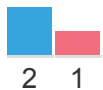
Board Meeting Materials

- Meeting materials (minutes from the previous meeting, reports, financial statements, etc.) are consistently distributed at least three days in advance of the meeting.
- Meeting materials are clearly organized, making it clear what trustees need to do to prepare for the board meeting.
- All trustees always read the board meeting materials in advance of the meeting.



Board Meeting Content

- 90% of board meeting time is focused on setting the strategic direction of the organization, and 10% or less is focused in reacting to immediate issues.
- Board meeting presentations/discussions are primarily lead by committee chairs rather than being dominated by the CEO.
- Committees report out only when there is something strategic to discuss (as opposed to an agenda of standard committee reports).



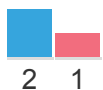
Board Meeting Facilitation

- Board meetings run efficiently.



Board Meeting Minutes

- The board consistently takes board meeting minutes.
- The minutes are a concise record of actions taken by the board (rather than a lengthy transcript).
- Committees consistently take meeting minutes.
- All minutes comply with your state's open-meeting requirements



Board Meeting Evaluation

- Board meetings are evaluated on a consistent basis.



Open Meeting Law Compliance

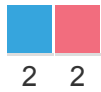
- All trustees have a thorough understanding of the open meetings law.
- The board has systems in place to ensure consistent compliance with the open meeting law.
- Annually, the board reviews the open meeting law, as a group.
- Annually, the board's legal counsel reviews board compliance with the open meeting law.
- Monthly, the board secretary reviews open meeting law compliance.

Board Structure



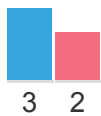
Bylaws

- The board has a comprehensive set of bylaws.
- Annually, the board reviews the bylaws as a group.
- Each trustee has a copy of the bylaws for easy reference.
- The bylaws state clear term limits to ensure rotation of board members.



Job Descriptions

- The board has a clear job description for the full board.
- Trustees receive a document that clearly outlines individual trustee performance expectations.
- Annually, the board reviews the job description and individual performance expectations.



Officers

- The board has a chair, vice-chair, treasurer, and secretary.
- Each officer has the necessary skills to do the job well.
- Each officer position has a written job description that clearly articulates their roles and responsibilities.
- The board has a clear and transparent written process for nominating officers.
- There is an exemplary succession planning process for the officer positions.



Committees

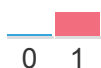
- There is a written job description for each board committee that has been approved by the full board.
- A full board member chairs each committee.
- A senior member of the organization's leadership team staffs each committee.
- Each board committee has an adequate number of members to accomplish its goals.
- At a minimum, the board has a finance, development (fundraising), governance, and an academic excellence committee.

Board Composition



Board Size

- 11 to 15 trustees



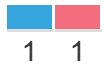
Previous Governance Experience

- 75% or more of the board have previous governance experience



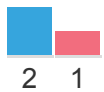
Skills and Expertise

- 100% of the skills needed to govern effectively



Diversity

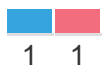
- Board membership reflects the broadest level of ethnic, racial, gender, and geographical diversity.
- The diversity of board members heightens the credibility of the board in the broader community's eyes.



Level of Objectivity

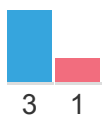
- The board is able to maintain a very high level of objectivity when governing because:
 - No trustees have any personal or business ties with the CEO, staff, or each other that could result in a conflict of interest (real or perceived) during decision-making.
 - Less than 25% of the board members are parents of students currently enrolled in the school.
 - The CEO is the only employee of the organization that is a member of the board.

Board Recruitment



Recruitment Plan

- The board has a targeted three-year profile of the skills and expertise that will be need on the board.
- The board has a targeted annual board recruitment plan.



Recruitment Process

- When recruiting new trustees, the board formally assesses:
 - Each candidate's skill set to ensure a good fit with the board

- Whether the candidate truly has enough time to serve on this type of board (i.e., 6 to 10 hours a month)
- The candidate's philosophical alignment with the school's mission
- The candidate's ability to participate in group process
- The board requires a trial period for board candidates by having them serve on a board committee prior to being nominated to the full board.
- The selection process consistently adheres to a board approved nominating policy and process.
- There is a standard list of questions asked of all candidates.
- The strength of each candidate is evaluated numerically on a standard candidate-ranking sheet or scorecard.

Board Recruitment Pipeline



- Non-board members serve on each board committee.

Role of the CEO in Board Recruitment



- The CEO:
 - Actively participates in the creation of the long-term board recruitment plan.
 - Devotes significant time to helping identify, screen, and orient new trustees.
 - Sees board recruitment as a vital leadership role, as the organization's CEO.

Orientation



- New trustees receive an effective orientation.

Board Goals and Accountability

Board Goals



- The board has a clear set of goals for the year that clearly delineates how the board will add value to the organization.
- The board has an effective and consistent process to measure progress towards achieving annual board goals.

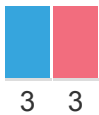
- o Each board committee has a set of annual goals and an action plan that aligns with the overall board goals for the year.
- o Substantive committee work happens in between board meetings.

Accountability



- o Board members are aware of the time commitment expected to be an effective board member.
- o Each board member is held to the same standards.
- o 100% of the board members actively contribute to the success of the board.
- o There is a clear, transparent system to hold each board member accountable for contributing to the group and following through on expectations outlined in the trustee job description.
- o The work of the full board is evaluated on an annual basis.
- o The work of individual trustees is evaluated on an annual basis.
- o An annual individual trustee performance evaluation is used to determine who should be invited to continue to serve on the board.

Finance



Financial Oversight

- o All trustees have a clear understanding of the economics of your charter organization, including the budget and short- and long-term financial outlook.
- o The board has a clear and consistent process for articulating priorities and mapping financial allocations to them.



Financial Policies and Procedures

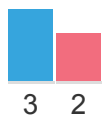
- o There is a Financial Policies and Procedures (FPP) manual that is annually revised and reviewed by the Finance Committee.
- o The Financial Policies and Procedures (FPP) manual meets and exceeds your charter authorizer's recommended standards.



Financial Controls

- o The books are closed on a timely basis each month, quarter, and year, without exception.
- o The board's auditors are 100% comfortable with the internal controls (and compensating controls when you do not have enough staff members to divide up the duties).

- The board-approved financial-control policies provide meaningful checks and balances, which are followed consistently, without exception.



Financial Reports

- Once a year, the CEO and the Finance Committee come to an agreement on what types of financial reports will be prepared for board review on an annual, quarterly, and monthly basis.
- Monthly, the board receives accurate financial reports that include projections through the end of the fiscal year each month or quarter.
- The financial reports allow the board to track the organization's financial position.
- Monthly, the Finance Committee reviews financial reports.
- The Finance Committee always make inquires into and understands the causes of any meaningful variances from the organization's projected budget.



Developing Realistic Budgets

- Annually, there is a multi-year budget that has been approved by the full board and is revised and re-approved by the board.
- There is a strong annual budgeting process that involves a healthy dialogue between the CEO and both the Finance Committee and the full board about resource allocation priorities.
- The annual budgeting process gets completed in time for the CEO to make strategic hiring and programmatic decisions for the next year.



Board Education

- Each trustee is well versed in the key drivers and sources of revenues for your organization, and the related cash flows.
- The full board is annually trained by the Finance Committee to read, understand, and interpret the main points of the financial reports.
- The Finance Committee leads a portion of the new trustee orientation, orienting them to the organization's short and long-term financial health and training them on how to read and interpret financial reports.



Annual Audit/990

- The organization always, without exception, receives an unqualified opinion and very few or no recommendations in the audit's management letter.
- If/when recommendations are received; they are always resolved and noted as completed in the subsequent management letter, without exception.

- The organization's completed 990 is reviewed/signed off by the Finance Committee and sent to the IRS on a timely basis, and shared annually with the full board, always and without exception.



Financial Compliance

- The board is 100% confident that the organization's management team is properly handling restricted grants.
- The management provides the Finance Committee with a detailed checklist of all of management's deliverables and reports to various agencies, authorizers, and auditors.
- The Finance Committee annually confirms that the deliverables and reports to various agencies, authorizers, and auditors are completed/submitted accurately and on a timely basis.



Support of the CEO

- The Finance Committee has an outstanding relationship with the CEO, and is it able to actively help her/him develop their skills in overseeing the financial health of the organization.
- Recognizing that the members of the Finance Committee typically have more financial experience than the CEO, the Finance Committee annually helps the CEO assess whether the organization has an adequate number of staff members supporting the operational and financial needs of the organization.
- Annually, the Finance Committee assists the CEO in setting strategic goals about:
 - Strengthening the staffing that supports the smooth finance and operations of the school
 - Strengthening the financial systems of the organization

Development



Philosophical Alignment

- The board and the CEO are philosophically aligned about the role of the board in fundraising.
- There are written expectations outlining the role of trustees in fundraising that are agreed to annually and understood and accepted by all trustees.
- The board has discussed subsidizing the public funding of the organization with private funds and is in agreement about how much to raise, why it is to be raised, and over what period of time.



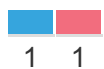
Strategic Fund Development Plan

- There is a board approved, written, multi-year fund development plan.
- The multi-year fund development plan is realistic.
- All trustees understand the strategic fund development plan.
- The strategic fund development plan clearly delineates the role of the full board, the development committee, the CEO, and the development staff (if they exist) in achieving the plan.
- There are adequate staff and financial resources to achieve the strategic fund development plan.



Accountability

- All trustees feel the fundraising expectations placed on trustees is realistic.
- There is an effective system in place for holding each trustee accountable to completing the fundraising tasks to which he or she has committed.



Board Training

- There is a comprehensive board training and education program in place to help trustees be more effective at completing their fundraising assignments.

Academic Oversight



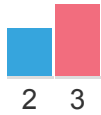
Clarity of Vision

- Each trustee understands what academic excellence means at your organization.
- The board and the CEO have a written, shared definition of academic excellence.



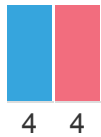
Roadmap

- There is a clear understanding between the board and the CEO about what the organization is doing towards reaching its defined vision of excellence.
- The board and the CEO agree on the next key steps the organization will take this year to get closer towards this vision.



Charter Obligations

- The full board knows the key academic promises that have been made to your authorizer in your charter.
- There is a clear and consistent way to measure progress towards reaching the academic goals spelled out in the charter(s) and the accountability plan(s).



Standardized Testing

- All trustees know which standardized tests are administered at the school.
- All trustees understand what each standardized test measures.
- The board receives clear and consistent reporting on standardized test results.
- Each trustee knows if interim assessments are administered at the school.
- The board receives clear and consistent reporting on interim test results.



Comparative Data

- The CEO compares the organization's academic results with the results of the district.
- The CEO compares the organization's academic results with the results of comparative charter schools.
- The CEO has identified a successful school to benchmark against with the goal to meet or exceed that school's results.



Board Education

- The board has an Academic Excellence Committee that helps the board conduct effective oversight of the academic program.
- The Academic Excellence Committee works closely with the CEO to design an annual program that educates the board about key strategies to close the achievement gap/deliver academic excellence, as well as other unique aspects of the organization's mission.

CEO Support & Evaluation



Governance/Management

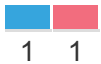
- The full board is clear about the key organizational decisions that need to be made this year.

- o Each trustee is clear about their role as a board member vs. the role of the CEO in making these decisions.
- o Each board committee has a chart that describes the responsibilities of the full board, the committee, and the CEO.



Partnership with CEO

- o There is a strong working relationship with the CEO, built on mutual trust and respect.
- o There is a strong partnership between the board chair and the CEO.
- o The board chair and CEO communicate effectively with each other on a regular basis.



CEO Evaluation

- o Annually, the board approves clear performance metrics for the CEO.
- o There is a clear and consistent process for evaluating the CEO on an annual basis.
- o The CEO has an up-to-date job description.
- o Annually, the board partners with the CEO to objectively gauge parent satisfaction.
- o Annually, the board partners with the CEO to objectively gauge teacher satisfaction.



CEO Support

- o The board has a clear and consistent process for providing coaching, feedback, and support to the CEO.
- o The full board speaks with one voice to the CEO regarding their performance (expectations and implementation).

Board Savvy CEO



Governance Knowledge

- o A BoardSavvy CEO:
 - Has a strong understanding of effective governance best practice
 - Annually completes professional development on governance
 - Reads extensively about board governance issues
 - Serves on another board outside of his or her organization



Governance Prioritized

2 1

- A BoardSavvy CEO:
 - Sees developing and maintaining the board as one of his or her primary responsibilities
 - Devotes significant time to helping the board run effectively
 - Ensures that each board committee is appropriately staffed, either by the CEO or another senior staff member
 - Includes governance training as a key component of professional development for senior staff



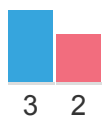
Board Education

- A BoardSavvy CEO:
 - Systematically and continually educates the board about key elements of running an exceptional charter school or network of schools
 - Educates the board about the key issues the charter authorizer uses to judge the organization's performance
 - Educates the board about the charter renewal process
 - Educates the board about state and national measures of academic success



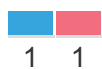
Setting Strategic Direction

- A BoardSavvy CEO:
 - Has a clear strategic vision for the organization
 - Assists the board in clarifying the most important things they can do to help achieve the strategic vision



Communication

- A BoardSavvy CEO:
 - Communicates clearly and effectively with the board
 - Always sends out clear, well-organized materials in advance of the board meeting
 - Provides the board with annual metrics on which to measure their individual and organization-wide performance



Succession Planning

- A BoardSavvy CEO:
 - · Partners with the board to develop an agreed upon a short-term/emergency succession plan for the CEO position, that is well documented and reviewed annually
 - · Annually discusses long-term succession management plan for the organization with the board

Individual Trustee



Leadership

- During his or her tenure, serves as an officer of the board (chair, vice chair, treasurer, secretary)
- During his or her tenure, serves as a committee chair
- Actively participates in the work of at least one committee



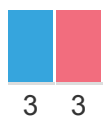
Time

- Devotes 6 to 10 hours a month to board work
- Misses two board meetings or less during the year
- Always comes to board meetings having read all the materials in advance



Fundraising

- Makes an annual "stretch" financial donation to the school
- Articulates and achieves a personal fundraising goal each year



Ambassador

- Well-versed on national and local charter school issues
- Actively participates in school activities such as special programs and fundraising events
- Actively participates in the state charter school association's activities
- Lends voice as a charter school proponent when needed
- Excels at tapping personal and professional networks for the benefit of the school



Consultant

- Brings concrete professional expertise that is needed by the board