



BOARD OF DIRECTORS

# MANUAL

2022-2023

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# ROLE OF THE BOARD

The Board of Directors (Board) is elected to provide leadership and oversight of the nonprofit corporation that operates charter school(s). The Board shall ensure that the nonprofit corporation is responsive to the values, beliefs, and priorities of the communities it serves.

The Board shall work with the Superintendent/CEO/Executive Director to fulfill its major responsibilities, which include:

1. Setting the direction for the nonprofit corporation through a process that involves the counties, communities, parents/guardians, students, and staff and is focused on student learning and achievement
1. Establishing an effective and efficient organizational structure for the nonprofit corporation by:
  - a. Employing the Superintendent/CEO/Executive Director and setting policy for hiring of other personnel
  - b. Overseeing the development and adoption of policies
  - c. Establishing academic expectations and adopting the curriculum and instructional materials
  - d. Establishing budget priorities and adopting the budget
  - e. Providing safe, adequate facilities that support the school's operations
3. Providing support to the Superintendent/CEO/Executive Director and other staff as they carry out the Board's direction by:
  - a. Establishing and adhering to standards of responsible governance
  - b. Making decisions and providing resources that support the nonprofit corporation priorities and goals
  - c. Upholding Board policies
  - d. Being knowledgeable about school programs and efforts in order to serve as effective spokespersons
4. Ensuring accountability to the public for the performance of the school(s) and compliance with the charter(s) by:
  - a. Establishing and approving all major educational and operational policies
  - b. Approval all major contracts
  - c. Approving the charter school's annual budget and overseeing the charter school's fiscal affairs
  - d. Hearing expulsion recommendations at scheduled Board of Directors' meetings to meet the required timeframe for expulsions
  - e. Evaluating the Superintendent/CEO/Executive Director who oversees the day-to-day operations of the charter school and implementing the policy direction of the Board
  - f. Developing annual goals for the charter school and long range plans with input from the Superintendent/CEO/Executive Director, teachers, and parent/guardian advisory council members
  - g. Receiving reports from, and providing recommendations to, the Superintendent/CEO/Executive Director relative to long-term strategic planning

- h. Assessing the charter school's goals, objectives, academic achievement/student progress, financial status, and any need for redirection
- i. Evaluating charter school and student performance

5. Providing leadership and advocacy on behalf of students, the educational program, and public education in order to build support within the local counties and communities.



## GOVERNANCE STANDARDS

The Board believes that its primary responsibility is to act in the best interests of every student in the school(s). The Board is also committed to parents/guardians, counties, communities, employees, the State of California, and the laws pertaining to public education, as well as established policies of the school(s). To maximize Board effectiveness and public confidence in Board governance, Board members are expected to govern responsibly and hold themselves to the highest standards of ethical conduct.

The Board expects its members to work with each other and the Superintendent/CEO/Executive Director to ensure that a high-quality education is provided to each student. Each individual Board member shall:

1. Keep learning and achievement for all students as the primary focus
2. Value, support and advocate for public education
3. Recognize and respect differences of perspective and style on the Board and among staff, students, parents, and the counties and communities it serves
4. Act with dignity, and understand the implications of demeanor and behavior
5. Keep confidential matters confidential
6. Participate in professional development and commit the time and energy necessary to be an informed and effective leader
7. Understand the distinctions between Board and staff roles, and refrain from performing management functions that are the responsibility of the Superintendent/CEO/Executive Director and other staff
8. Understand that authority rests with the Board as a whole and not with individuals

Board members shall also assume collective responsibility for building unity and creating a positive organizational culture. To operate effectively, the Board shall have a unity of purpose and:

1. Keep the the nonprofit corporation focused on learning and achievement for all students
2. Communicate a common vision
3. Operate openly, with trust and integrity
4. Govern in a dignified and professional manner, treating everyone with civility and respect
5. Govern within Board-adopted policies and procedures
6. Take collective responsibility for the Board's performance
7. Annually evaluate its own effectiveness
8. Ensure opportunities for the diverse range of views in the students, staff, counties and communities it serves to inform Board deliberations.

# PUBLIC STATEMENTS

The Board recognizes its members may participate in public discourse on matters of civic or community interest, including those involving the nonprofit corporation, and their right to freely express their personal views. However, to ensure communication of a consistent, unified message regarding nonprofit corporation issues, Board members are expected to respect the authority of the Board to choose its representatives to communicate its positions and to abide by established protocols.

All public statements authorized to be made on behalf of the Board shall be made by the Board President or, if appropriate, by the Superintendent/CEO/Executive Director or other designated representative.

When speaking for the nonprofit corporation, the Board encourages its spokespersons to exercise restraint and tact and to communicate the message in a manner that promotes public confidence in the Board's leadership.

Board spokespersons shall not disclose confidential information or information received in closed session except when authorized by a majority of the Board, nor shall Board spokespersons express any support for (or opposition to) any candidate(s) for political office. The Board must ensure that any statements or informational materials concerning proposed legislation or political candidates are provided in a neutral, nonpartisan and educational manner that is consistent with state and federal restrictions for 501(c)(3) nonprofits and public agencies.

When speaking to community groups, members of the public, or the media, individual Board members should recognize that their statements may be perceived as reflecting the views and positions of the Board. Board members have a responsibility to identify personal viewpoints as such and not as the viewpoint of the Board.

In addition, the Board encourages members who participate on social networking sites, blogs, or other discussion or informational sites to conduct themselves in a respectful, courteous, and professional manner and to model good behavior for students and the community. Such electronic communications are subject to the same standards and protocols established for other forms of communication. Furthermore, the Brown Act prohibits Board members from responding directly to any community on an internet-based social media platform regarding a matter that is within the subject-matter jurisdiction of the Board (e.g., charter school matters) that is made, posted, or shared by any other Board member.

# DISCLOSURE OF CONFIDENTIAL/PRIVILEGED INFORMATION

The Board recognizes the importance of maintaining the confidentiality of information acquired as part of a Board member's official duties. Confidential/privileged information shall be released only to the extent authorized by law and upon approval from the Board.

## **Disclosure of Closed Session Information**

A Board member shall not disclose confidential information acquired during a closed session to a person not entitled to receive such information, unless a majority of the Board has authorized its disclosure.

Confidential information means a communication made in a closed session that is specifically related to the basis for the Board to meet lawfully in closed session.

## **Other Disclosures**

A Board member shall not disclose, for pecuniary gain, confidential information acquired in the course of his/her official duties. Confidential information includes information that is not a public record subject to disclosure under the Public Records Act, information that by law may not be disclosed, or information that may have a material financial effect on the Board member.

### **Other Disclosures (continued)**

The Board may take action against any person for disclosing confidential information.

Disclosures excepted from this prohibition are those made to law enforcement officials when reporting on improper governmental activities.

## **BOARD MEMBER ELECTRONIC COMMUNICATIONS**

The Board recognizes that electronic communication is an efficient and convenient way for Board members to communicate and expedite the exchange of information within the nonprofit corporation and with members of the public. Board members shall exercise caution so as to ensure that electronic communications are not used as a means for the Board to deliberate outside of an agendaized Board meeting nor to circumvent the public's right to access records regarding the nonprofit corporation.

A quorum of the Board shall not, outside of an authorized Board meeting, use a series of electronic communications of any kind including emails, texts, or communications on an internet-based social media platform, directly or through intermediaries, to discuss, deliberate, or take action on any item that is within the subject-matter jurisdiction of the Board (e.g., charter school matters).

Examples of permissible electronic communications concerning the nonprofit corporation include, but are not limited to, dissemination of Board meeting agendas and agenda packets, reports of activities from the Superintendent/CEO/Executive Director sent to Board members, and reminders regarding meeting times, dates, and places. Board members must not use the "reply all" function via email to respond to these communications.

In addition, Board members may use electronic communications to discuss matters that do not pertain to the nonprofit corporation, regardless of the number of Board members participating in the discussion. However, Board members must be clear that such communications regarding any candidates for political office or proposed legislation are their own personal viewpoints and do not represent the Board, the nonprofit corporation or the school.

Board members shall make every effort to ensure that their electronic communications conform to the same standards and protocols established for other forms of communication. A Board member may respond, as appropriate, to an electronic communication received from a member of the community and should make clear that their response does not necessarily reflect the views of the Board as a whole. Any complaint or request for information should be forwarded to the Superintendent/CEO/Executive Director in accordance with Board policies and procedures so that the issue may receive proper consideration and be handled through the appropriate nonprofit corporation process. As appropriate, communication received from the media shall be forwarded to the Superintendent/CEO/Executive Director.

To the extent possible, electronic communications regarding any nonprofit corporation-related business shall be transmitted through a nonprofit corporation-provided device or account. Conversely, personal communications shall not be transmitted through a nonprofit corporation-provided device or account, nor shall communications regarding candidates for political office or proposed legislation without prior approval from the Board. Board members should keep in mind that such electronic communications (those transmitted through a provided device or account, or those pertaining to charter school matters) may be subject to public disclosure under the Public Records Act.

# LIMITS OF BOARD MEMBER AUTHORITY

The Board recognizes that the Board governs the nonprofit corporation and that a Board member has no individual authority. Board members shall hold the interests of the nonprofit corporation above any partisan principle, group interest, or personal interest.

Unless agreed to by the Board as a whole, individual members of the Board shall not exercise any administrative responsibility with respect to the schools or command the services of any school employee. Individual Board members shall submit requests for information to the Superintendent/CEO/Executive Director. Board members shall refer Board-related correspondence to the Superintendent/CEO/Executive Director for forwarding to the Board or for placement on the Board's agenda, as appropriate.

Individual Board members do not have the authority to resolve complaints. Any Board member approached directly by a person with a complaint should refer the complainant to the Executive Director or designee so that the problem may receive proper consideration and be handled through the appropriate nonprofit corporation process.

A Board member whose child is attending a nonprofit corporation school should be aware of their role as a Board member when interacting with nonprofit corporation employees about their child.

The Superintendent/CEO/Executive Director designee shall provide a copy of the state's open meeting laws (Brown Act) to each Board member and to anyone who is elected to the Board but has not yet assumed office.

Board members and persons elected to the Board who have not yet assumed office are responsible for complying with the requirements of the Brown Act.



## OATH OR AFFIRMATION

It is a tradition of the Board that, prior to entering office, all Board members take an oath or affirmation.

The following oath may be administered and certified by the Superintendent/CEO/Executive Director and/or the Board President:

**"I, \_\_\_\_\_ do solemnly swear (or affirm) that I will support and defend the Constitution of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of the State of California; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am about to enter."**

# ORIENTATION

The Board recognizes the importance of providing all newly elected Board members with support and information to assist them in becoming effective members of the Board. Incoming Board members are provided an orientation designed to build their knowledge of the nonprofit corporation and an understanding of the responsibilities of their position. Such orientation may include the provision of information, support, and/or training related to Board functions, policies, protocols, and standards of conduct.

As early as possible following the election of Board members, one or more orientation sessions may be held during open meeting(s) of the Board or scheduled 1:1 meetings with the Superintendent/CEO/Executive Director and other staff. The Board President and the Superintendent/CEO/Executive Director or designee shall develop an agenda for the meeting(s) and shall identify resources that may be useful for incoming Board members.

Upon their election, incoming Board members shall be provided a copy of the Brown Act and informed that, pursuant to Government Code 54952.1, they must conform to the Act's requirements as if they had already assumed office. Incoming Board members must also complete a Form 700 within 30 days of assuming office in accordance with the Political Reform Act. Additional information for incoming Board members may include, but is not limited to, Board bylaws related to the limits of individual Board member authority, the conduct of Board meetings, and other Board operations; governance standards for ethical conduct; legal requirements related to conflict of interest and prohibited political activity; protocols for speaking with nonprofit corporation staff, members of the public, and the media; and publications on effective governance practices.

In addition, the Superintendent/CEO/Executive Director or designee shall provide incoming Board members with specific background information regarding the nonprofit corporation, including, but not limited to, the nonprofit corporation's vision and goals statements, local control and accountability plan and other comprehensive plans, student demographic data, student achievement data, nonprofit corporation policy manual, nonprofit corporation budget, and minutes of recent open Board meetings.

The Superintendent/CEO/Executive Director or designee may offer incoming Board members a tour of the nonprofit corporation's administrative offices and facilities, and may introduce them to the nonprofit corporation and charter school site administrators and other staff.

Incoming members are encouraged, at the nonprofit corporation's expense and with approval of the Board, to attend charter school organization workshops and conferences relevant to the needs of the individual member, the Board as a whole, or the nonprofit corporation.



# BOARD TRAINING



The Board believes that the Board's ability to effectively and responsibly govern the nonprofit corporation is essential to promoting student achievement, building positive community relations, and protecting the public interest in the nonprofit corporation that operates charter school(s). Board members shall be provided sufficient opportunities for professional development that helps them understand their responsibilities, stay abreast of new developments in education, and develop boardmanship skills.



The Board and/or the Superintendent/CEO/Executive Director or designee shall provide an orientation to newly elected or appointed Board members which includes comprehensive information regarding Board roles, policies, and procedures and the nonprofit corporation's vision and goals, operations, and current challenges. Throughout their first term, Board members shall continue to participate in additional educational opportunities designed to assist them in understanding the principles of effective governance, including, but not limited to, information on school finance and budgets, student achievement and assessment, labor relations, community relations, program evaluation, open meeting laws (the Brown Act), conflict of interest laws, and other topics necessary to govern effectively and in compliance with law.

Board members will be responsible for participating in required training programs, including but not limited to ethics training as set forth in AB 2158 (commencing on January 1, 2025). All Board members are encouraged to continuously participate in advanced training in order to reinforce boardmanship skills and build knowledge related to key education issues. Such activities may include online courses, webinars, webcasts, and in-person attendance at workshops and conferences. In addition, workshops and consultations may be held within the nonprofit corporation on issues that involve the entire governance team.



Board members may attend a conference or similar public gathering with other Board members and/or with the Superintendent/CEO/Executive Director or designee in order to develop common knowledge and understanding of an issue or engage in team-building exercises. In such cases, a majority of the Board members shall not discuss among themselves, other than as part of the scheduled program, business of a specified nature that is within the nonprofit corporation's jurisdiction, so as not to violate the Brown Act open meeting laws.

Board members shall report to the Board, orally or in writing, on the Board training activities they attend, for the purpose of sharing the acquired knowledge or skills with the full Board and enlarging the benefit of the activity to the Board and nonprofit corporation.

# REMUNERATION & REIMBURSEMENT

## **Compensation**

Each member of the Board of Directors (Board) may receive a monthly compensation of \$650.00.

On an annual basis, the Board may adjust the compensation of Board members in an amount that is just and reasonable to the nonprofit corporation based on the services performed by the Board members and in consideration of comparable compensation that is paid to individuals holding similar positions at similarly-sized nonprofit organizations in the same geographic location. The Board shall adopt such compensation by resolution based on the comparable analysis, which may include a compensation study.

Board members are not required to accept payment for meetings attended.

A member may be compensated for meetings they missed when the Board finds that they were performing designated services for the nonprofit corporation that operates charter school(s) at the time of the meeting or that they were absent because of illness, jury duty, or a hardship deemed acceptable by the Board.

## **Reimbursement of Expenses**

Board members shall be reimbursed for actual and necessary expenses incurred when performing authorized services for the nonprofit corporation. Expenses for travel, telephone, business meals, or other authorized purposes shall be in accordance with policies established for the nonprofit corporation personnel and at the same reimbursement rate.

Board members shall be reimbursed for travel expenses incurred when performing services directed by the Board.

Authorized purposes may include, but are not limited to, attendance at educational seminars or conferences designed to improve Board members' skills and knowledge; participation in regional, state, or national organizations whose activities affect the nonprofit corporation's interests; attendance at the nonprofit corporation or community events; and meetings with state or federal officials on issues of community concern.

Personal expenses shall be the responsibility of individual Board members. Personal expenses include, but are not limited to, the personal portion of any trip, alcohol, entertainment, laundry, expenses of any family member who is accompanying the Board member on the nonprofit corporation-related business, personal use of an automobile, and personal losses and traffic violation fees incurred while at the nonprofit corporation.

Any questions regarding the propriety of a particular type of expense should be resolved pursuant to the fiscal policy.

# BOARD POLICIES

The Board shall adopt written policies to convey its expectations for actions that will be taken in the nonprofit corporation, clarify roles and responsibilities of the Board and Superintendent/CEO/Executive Director, and communicate board philosophy and positions to students, staff, parents/guardians, and the community.

The nonprofit corporation's policy development process may be revised or expanded as needed based on the issue being considered, the need for more information, or the desire to provide greater opportunities for consultation and public input.

Policies shall become effective upon Board adoption or at a future date if so designated by the Board at the time of adoption.

The Board shall prescribe and enforce rules for its own governance consistent with state law and regulations.

Bylaws governing Board operations may be amended in accordance with the process set forth in the Bylaws.

# BOARD POLICIES (CONT.)

## **Monitoring and Evaluation**

At any time, the Board and Superintendent/CEO/Executive Director or designee may determine that progress reports to the Board on the implementation and/or effectiveness of the policy should be scheduled. If so, the Board and Superintendent/CEO/Executive Director or designee shall agree upon a timeline and, as applicable, measures for evaluating the effectiveness of the policy in achieving its purpose.

## **Access to Policies**

The Superintendent/CEO/Executive Director or designee shall provide for public access to current Board-adopted policies, such as by posting policies to the website or making them available upon request.

As necessary, the Superintendent/CEO/Executive Director or designee shall notify staff, parents/guardians, students, and other stakeholders whenever a policy that affects them is adopted or revised. They may determine the appropriate communication strategy depending on the issue. Policies shall be posted on the website when required by law.

# AGENDA & MEETING MATERIALS

Any board member or member of the public may request that a matter within the jurisdiction of the Board be placed on the agenda of a regular meeting. The request shall be submitted in writing to the Superintendent/CEO/Executive Director or designee with supporting documents and information.

The Board President and Superintendent/CEO/Executive Director shall decide whether a request from a member of the public is within the subject matter jurisdiction of the Board. Items not within the subject matter jurisdiction of the Board may not be placed on the agenda. In addition, before placing the item on the agenda, the Board President and Superintendent/CEO/Executive Director shall determine if the item is merely a request for information or whether the issue is covered by an existing policy or administrative regulation.

If the Board President and Superintendent/CEO/Executive Director do not place an item on the agenda, the Board member may request the Board to take action to determine whether the item shall be placed on the agenda.

The Board President and Superintendent/CEO/Executive Director shall also decide whether an agenda item is appropriate for discussion in open or closed session, and whether the item should be an action item subject to Board vote or an information item that does not require immediate action.

In order to promote efficient meetings, the Board may bundle a number of items and act upon them together by a single vote through the use of a consent agenda. Consent items shall be items of a routine nature and items for which Board discussion is not anticipated and for which the Superintendent/CEO/Executive Director recommends approval. When any Board member requests the removal of an item from the consent agenda, the item shall be removed and given individual consideration for action as a regular agenda item.

At least 72 hours before each regular meeting, each Board member shall be provided a digital copy of the agenda and other available documents pertinent to the meeting.



## AGENDA & MEETING MATERIALS (CONT.)

When special meetings are called, board members shall receive, at least 24 hours prior to the meeting, notice of the business to be transacted.

Board members shall review agenda materials before each meeting. Individual members may confer directly with the Executive Director/CEO or designee to ask questions and/or request additional information on agenda items. However, a majority of Board members shall not, outside of a noticed meeting, directly or through intermediaries or electronic means discuss, deliberate, or take action on any matter within the subject matter jurisdiction of the Board.

## MEETING CONDUCT

All Board meetings shall begin on time and shall follow an agenda prepared in accordance with board Bylaws and posted and distributed in accordance with the Ralph M. Brown Act (open meeting requirements), the Charter Schools Act and other applicable laws.

The Board shall adopt and enforce a policy for public participation at meetings, which shall include the requirements of the Charter Schools Act for establishing two-way conference locations and posting recordings of the meetings.

The Board believes that late night meetings deter public participation, can affect the Board's decision-making ability, and can be a burden to staff. Regular board meetings shall be held between the hours of 8:00am to 4:00pm; if any Special or Emergency Board Meetings are held, they shall be adjourned by 10:00 p.m. unless extended to a specific time determined by a majority of the Board. The meeting shall be extended no more than once and subsequently may be adjourned to a later date.

### **Minutes**

The Board recognizes that maintaining accurate minutes of Board meetings helps foster public trust in Board governance and provides a record of Board actions for use by nonprofit corporation staff and the public.

The Secretary shall keep minutes and record all official Board actions. The Board's minutes shall be public records and shall be made available to the public upon request.

The minutes of Board meetings shall include, but not be limited to:

# MEETING CONDUCT (CONT.)

1. A notation of which Board members are present, in person or by teleconference, and whether a member is not present for part of the meeting due to late arrival and/or early departure
2. A list of the public comments made on agendized items and non-agendized topics
3. The specific language of each motion and the names of the Board members who made and seconded the motion
5. Any action taken by the Board, and the vote or abstention on that action of each Board member present

Upon request by a student's parent/guardian, or by the student if age 18 or older, the minutes shall not include the student's or parent/guardian's address, telephone number, date of birth, or email address, or the student's name or other directory information as defined in Education Code 49061. The request to exclude such information shall be made in writing to the Secretary.

The Superintendent/CEO/Executive Director or designee shall distribute a copy of the "unapproved" minutes of the previous meeting(s) with the agenda at a subsequent regular meeting. The Board shall approve the minutes as circulated or with necessary amendments.

Upon approval by the Board, the minutes shall be signed by the Board President and Board Clerk. Official Board minutes shall be stored in a secure location and shall be retained in accordance with law.

Any minutes kept for Board meetings held in closed session shall be kept separately from the minutes or recordings of regular and special meetings. Minutes of closed sessions are not public records.

## BOARD SELF EVALUATION

The Board shall annually conduct a self-evaluation in order to demonstrate accountability to the community and ensure that nonprofit corporation governance effectively supports student achievement and the attainment of the nonprofit corporation's vision and goals.

The evaluation may address any area of Board responsibility, including, but not limited to, Board performance in relation to vision setting, curriculum, personnel, finance, policy development, collective bargaining, community relations, and advocacy. The evaluation may also address objectives related to Board meeting operations, relationships among Board members, relationship with the Superintendent/CEO/Executive Director, understanding of Board and Executive Director roles and responsibilities, communication skills, or other governance or boardmanship skills.

The Board shall evaluate itself as a whole. Individual Board members are also expected to use the evaluation process as an opportunity to assess and set goals for their own personal performance.

# BOARD SELF EVALUATION (CONT.)

Each year, the Board, with assistance from the Superintendent/CEO/Executive Director, shall determine an evaluation method or instrument that measures key components of Board responsibility and previously identified performance objectives. Visual and/or audio recordings of a Board meeting may only be used as an evaluation tool when consent is given by all Board members.

Any discussion involving the Board's self-evaluation shall be conducted in open session.

At the request of the Board, a facilitator may be used to assist with the evaluation process. The Board may invite the Superintendent/CEO/Executive Director or other individual(s) with pertinent information to provide input into the evaluation process.

Following the evaluation, the Board may set goals, define and/or refine protocols, and establish priorities and objectives for the following year's evaluation. The Board may also develop strategies for strengthening Board performance based on identified areas of need, including, but not limited to, additional training or mentorship.



# EXECUTIVE DIRECTOR/CEO SUCCESSION PLANNING

## Short-Term Absence Procedures

The Board should follow the procedures listed below in the event the Executive Director/CEO is temporarily unable to fulfill their duties due to an emergency or planned short term absence.

- 1. Immediate Notification:** The Executive Director/CEO or Assistant Director of Human Resources will inform the Board President as soon as possible about the temporary incapacity or absence and will support the Board with communication, as directed by the Board President
- 2. Special Board Meeting:** As needed, convene a Special Board meeting to discuss the situation and potential impact.
- 3. Acting Executive Director/CEO:** Consult with Human Resources for the name of the Executive Director/CEO's recommended Acting Executive Director/CEO.
- 4. Review and Monitor:** The situation should be reviewed at regular intervals to decide if the Acting Executive Director/CEO should continue in the role or if the regular Executive Director/CEO can resume duties.
- 5. Transition Back:** Once the Executive Director/CEO resumes duties, a transition plan should be established to ensure a smooth return.



## Emergency Vacancy Procedures

This section provides a guide for the Board of Directors in case the seat of the Executive Director/CEO becomes **permanently vacant through unplanned circumstances**. This ensures the continuity of leadership and minimizes disruption in the organization.

- 1. Immediate Notification:** The Assistant Director of Human Resources will inform the Board President as soon as possible about the emergent vacancy and will support the Board with communication, as directed by the Board President
- 2. Special Board Meeting:** Convene a Special Board meeting within 48 hours to discuss the situation and potential impact.
- 3. Interim Executive Director/CEO:** Consult with Human Resources for the name of the Executive Director/CEO's recommended Interim Executive Director/CEO.
- 4. Search Committee:** If needed, appoint an Executive Director/CEO Search Committee consisting of less than a quorum of the Board's Directors with the support of other staff as appropriate, such as the Assistant Director of Human Resources. Define the committee's scope, authority, and limitations in writing. Consider and decide whether the Search Committee will conduct the search itself or employ a recruiter or search firm to help find candidates. If using a recruiter/search firm, the Search Committee will be its primary point of contact and will guide the search outside of full Board meetings.
- 5. Interviews and Selections:** Establish unbiased, pre-defined criteria for candidate assessment. Conduct interviews and select a candidate based on these criteria. Keep detailed records for compliance with Equal Employment Opportunity laws.
- 6. Contract Development:** Involve legal counsel to draft and review the employment contract. Ensure alignment with state and federal employment laws.
- 7. Public Announcement:** In the open session of a Regular Board Meeting, the Board President or Assistant Director of Human Resources will verbally summarize the employment contract's salary and benefits provisions for the Board and the public before the Board votes to approve the contract.
- 8. Transition Plan:** Develop a comprehensive transition plan for both the outgoing Interim Executive Director/CEO and incoming Executive Director/CEO

# EXECUTIVE DIRECTOR/CEO SUCCESSION PLANNING (CONT.)

## Planned Vacancy Procedures

This section provides a guide for the Board of Directors in case the seat of the Executive Director/CEO becomes vacant through planned circumstances. This ensures the continuity of leadership and minimizes disruption in the organization.

### Option 1 :

During the course of the Executive Director/CEO's active employment, the Executive Director/CEO will develop a formal leadership pipeline to identify and nurture talent at all levels of the organization. The Executive Director/CEO will arrange for a transition period where they mentor the successor, in order to ensure a smooth transfer of knowledge and responsibilities.



1. **Initial Notice:** The Executive Director/CEO should provide written notice of departure as stipulated in their contract, including a minimum notice period.
2. **Board Meeting:** Convene a Special Board Meeting to initiate a plan and timeline for the vacancy.
3. **Contract Development:** Involve legal counsel to draft and review the employment contract. Ensure alignment with state and federal employment laws.
4. **Public Announcement:** In the open session of a Regular Board Meeting, the Board President or Assistant Director of Human Resources will verbally summarize the employment contract's salary and benefits provisions for the Board and the public before the Board votes to approve the contract.
5. **Transition Plan:** The Executive Director/CEO will arrange for a transition period where they mentor the successor, in order to ensure a smooth transfer of knowledge and responsibilities.



### Option 2:

1. **Initial Notice:** The Executive Director/CEO should provide written notice of departure as stipulated in their contract, including a minimum notice period.
2. **Board Meeting:** Convene a Special Board Meeting to initiate a plan and timeline for the vacancy.
3. **Search Committee:** If needed, appoint an Executive Director/CEO Search Committee consisting of less than a quorum of the Board's Directors with the support of other staff as appropriate, such as the Assistant Director of Human Resources. Define the committee's scope, authority, and limitations in writing. Consider and decide whether the Search Committee will conduct the search itself or employ a recruiter or search firm to help find candidates. If using a recruiter/search firm, the Search Committee will be its primary point of contact and will guide the search outside of full Board meetings.



# EXECUTIVE DIRECTOR/CEO SUCCESSION PLANNING (CONT.)



**4. Interviews and Selections:** Conduct interviews and select a candidate based on unbiased and predefined criteria. Keep detailed records for compliance with Equal Employment Opportunity laws.

**5. Contract Development:** Involve legal counsel to draft and review the employment contract. Ensure alignment with state and federal employment laws.

**6. Public Announcement:** In the open session of a Regular Board Meeting, the Board President or Assistant Director of Human Resources will verbally summarize the employment contract's salary and benefits provisions for the Board and the public before the Board votes to approve the contract.

**7. Transition Plan:** Develop a comprehensive transition plan for both outgoing and incoming Executive Director/CEO