APPROVED

Brighten Academy

Minutes

Policy/Governance Committee Committee Meeting

Date and Time
Monday November 3, 2025 at 6:00 PM

Committee Members Present
J. Smith, S. Battle, S. Littles

Committee Members Absent
None

Ex Officio Members Present
T. Pugh

Guests Present
A. Harris, C. Sparks, G. McGhee

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

S. Battle called a meeting of the Policy/Governance Committee Committee of Brighten Academy to order on Monday Nov 3, 2025 at 6:10 PM.

C. Approve Minutes

S. Battle made a motion to approve the minutes from October 6, 2025 Policy Committee Work Session on 10-06-25.
J. Smith seconded the motion.
The committee **VOTED** to approve the motion.

II. Policy/Governance Committee

A. Bylaws & S.O.P.

1.) Bylaws

Amending elections in bylaws AND amending the SOP

Pugh: which portion can we look through that needs to be revised?
section 5 updated on 4.22.24

Section 5. In April or at a time determined by the Board, elections will take place. Incumbent Members whose terms are expiring, and who seek an additional term may be re-
elected for one additional term by majority vote of the Board. The Board must always contain at least two Members of the preceding Governing Board for continuity.
Elections for open seats shall be conducted by the Governing Board as follows:
a. The Governing Board shall determine how many seats are up for election and may establish any
qualifications for Governing Board members.
b. Nominations for new Board Member candidates shall be submitted to a Nominee Review
Committee, consisting of a Governing Board member, a PTO representative, and a school
administrator. The Nominee Review Committee shall be appointed by the Governing Board.
c. The Nominee Review Committee shall have the discretion to execute the nomination process
for Board nominees. The Nominee Review Committee may form a Selection Committee to
interview and select nominees to be presented as candidates for Board elections.
d. Elections for open seats shall be held at a Governing Board meeting, the date and time of which
shall be determined by the Board. PTO members and Governing Board members shall each
receive one vote. In the event of a tie, the Governing Board shall break the tie by majority vote.

Battle-Williams: read a streamlined version of section 5. We worked with our legal counsel and looked at other charter entities similar to us to draft the revision. Want to streamline the elections process and pull it in-house

Governance committee is separate committee from the board

The topic of ensuring continuity was raised.
Smith: How do you feel about the “whenever possible” part?
Pugh: I'm looking to the next part that speaks to if all members of the board don’t return
Smith suggested omitting the last section of the streamlined revision because of the “whenever possible” part; who determines “whenever possible”?
“Must” was included added to the verbiage
Question: Does the final sentence get omitted?
Added “all of the directors in good standing”

Our attorney suggested the “whenever possible” phrase.
It was submitted as a template, not a hard and fast rule for moving forward.

Battle-Williams: How do we feel about the interest composition of the board? Should we subtract or add anything to that portion? No

Question raised about the Governance Committee being an ad hoc committee?
Smith: Who nominates that committee?
Battle-Williams: A Governance Committee (manage vetting process) AND A Selection Committee
Smith: Policy & Governance are interchangeable. Historically, policy committee has been the oversight committee for selection.

2.) S.O.P.

Question: How do we feel about self-nominations (just for seats)?
For the nominating committee, at least 1 from the board and two school administrators.
Review committee formed “As determined by the governing committee”
Pugh: I’ll give a little push back on admin being part of the second committee because admin is part of the 1st committee. Instead, keep it school leaders.
Flow: Candidates **from** review committee **to** selection committee **to** the board

Smith: Can there be a scorecard to drive a data-informed conversation? The selection team is selecting the most qualified candidate.
The board is voting on seats (open, available seats)
Tallying done by someone who is not on any of the committees and governance member certifies. In event of a tie, the governing board should break the tie. If governing board has a tie, the Executive Director breaks the tie.

Committee reviewed when new board members should take their seats.
Pugh: Start process in February and end in April. Newly elected members assume office in early May & fully vested in July.

Reviewed responsibilities of different individuals throughout the process.

Suggestions will be presented to full board so everyone is aware of the progression of the process.

Reviewed another entity's selection process, and it was simple. We began a conversation about whether we should model the simplicity. What's the likelihood of us getting a plethora of candidates once they understand what our process entails? In the end, we don't want to scare people away. Give the process details in phases. In the end, we need to find out who has the capacity.

Smith: How can we develop our own recruiting processes?
Pugh: After Fun Run, we need to start dividing the partnership list and going out and connecting with them.

III. 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 11:00 PM.

Respectfully Submitted,
S. Battle