



# Board Governance Book

Draft #4

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# School Information

## School History

St. Croix Preparatory Academy (SCPA, School) is a K-12 charter school that opened in the Stillwater area in the fall of 2004. The School serves nearly 1,200 students in grades K-12, and employs over 125 staff members. Located on 59 acres of land, St. Croix Preparatory Academy's educational philosophy is based on the classical methodology of grammar, logic, and rhetoric, an educational philosophy proven to achieve outstanding academic results.

St. Croix Preparatory Academy, a Minnesota nonprofit corporation, has as its purpose education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, the establishment and operation of a charter school under the laws of the State of Minnesota.

## School Mission

St. Croix Preparatory Academy will develop each student's academic potential, personal character, and leadership qualities through an academically rigorous and content rich educational program grounded in a classical tradition.

## School Philosophy

The educational philosophy is founded in three characteristics noted in the mission statement:

Academics. The School is based on a classical model of education. A classical model focuses on providing students with the lifelong educational tools to learn and think for themselves. The classical tradition is grounded in the time-tested methodology of learning called the "Trivium", which recognizes that critical learning skills must precede critical thinking skills. The Trivium methodology is organized into the three stages of learning -- grammar, logic, and rhetoric -- which correspond to the general stages of a student's cognitive development.

Character. At St. Croix Preparatory Academy, the values of citizenship, courage, honesty, integrity, perseverance, respect, responsibility, compassion, self-control, and service will be identified, modeled and clearly conveyed. Administrators and faculty will encourage and promote these traits so that all students might practice and develop them. Upper School students are required to document at least 10 hours annually of community service in an effort to emphasize the importance of giving to their community.

Leadership. St. Croix Preparatory Academy views leadership as the ability to first think and reason, then act with integrity and responsibility. The founders of St. Croix Preparatory Academy view leadership as the product of education and character development. Real leadership entails knowledge, understanding and the ability to communicate--in conjunction with citizenship, courage, honesty, integrity, perseverance, respect, responsibility, compassion, self-control, and service. Students will examine various models and styles of leadership from American and world history. In addition, students will analyze their own unique leadership style, character attributes, and personal strengths.

# Board Information

## Board Guiding Documents

Aside from original incorporation documents, on a regular basis the SCPA board will refer to its bylaws, Minnesota statutes on charter schools (Chapter 124E), Minnesota Open Meeting Law (Chapter 13D), Minnesota Government Data Practices Act (Chapter 13D), Minnesota statutes on nonprofit corporations (317A) and the agreement with its authorizer, Friends of Education.

## Board Structure

The St. Croix Preparatory Academy “Board of Directors shall consist of at least five (5) and no more than eleven (11) members” (SCPA Bylaws Article IV, Section 2(a); Minn Stat. 124E.07. Subd.3). The board shall include “at least one licensed teacher who is employed as a teacher at the school or provides instruction under contract between the charter school and a cooperative; (2) at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school; and (3) at least one interested community member who resides in Minnesota, is not employed by the charter school, and does not have a child enrolled in the school. “ (Minn.Stat. 124E.07. Subd. 3). “The chief financial officer and the chief administrator may only serve as ex-officio nonvoting board members.” (Minn. Stat. 124E.07 Subd. 3).

**SCPA Note:** As of October 1, 2017, the SCPA board consists of four parents, four faculty members, and one community member.

The board structure may include a majority of teachers . . . or parents or community members, or it may have no clear majority. (Minn. Stat. 124E.07 Subd. 3). Any changes in governance structure must follow the process defined in the School’s bylaws (Article 4, Section 3) and Minnesota statute (Chapter 124E.07 Subd. 4).

**SCPA Note:** The SCPA Board is constituted as a “no clear majority” board.

## Board Elections

“Board elections must be held during the school year but may not be conducted on days when the school is closed.” (Minn. Stat. 124E.07 Subd. 2). “At least sixty (60) days prior to the Corporation’s School Board election, the Board of Directors, or its committee, will solicit nominations from teachers, parents/legal guardians, and community members, for all of the Director positions that will be filled at the next election.” (SCPA Bylaws – Article IV, Section 4). “A charter school must notify eligible voters of the school board election dates at least 30 days before the election.” (Minn. Stat. 124E.07 Subd. 5).

**SCPA Note:** Currently, SCPA board elections are conducted near the end of the school year, with official seating occurring after training requirements have been completed – “A person elected or appointed to hold office as a director does not automatically assume the duties of that office. A person cannot assume the duties of the office of a director until he or she has qualified for the office. Qualification for an incoming director requires

that the person complete the training requirements described in the training policy . . .”.  
(SCPA Bylaws – Article IV, Section 2c(ii)).

## **Board Training and Requirements**

The board training requirements are based on requirements of Minnesota statute and a policy implemented by St. Croix Prep’s Board.

State Mandated Training. Board members must meet the state mandated training requirements that they successfully complete department-approved training on board governance, the board’s role and responsibilities, employment, policies and practices, and financial management as found in Minn. Stat. 124E.07. subd.7. Per this statute, this training must begin within six months of taking office, and be completed within 12 months of taking office.

SCPA Training Prior to Seating. In accordance with Board policy, SCPA will conduct training prior to a board member being seated. This training will include reading material; meeting with the Board Chair, Vice Chair, and Executive Director about the role and responsibilities of a St. Croix Prep board member; meeting with the Executive Director to discuss an overview of the School, its history, organizational structure, and the reading material and its impact on strategic decision making; meeting with the CFO to discuss school financing, budgeting, lease aid, funding challenges, and bondholder communication; and meeting with the Executive Director and Principals to discuss communication protocol and homework philosophy.

Ongoing Training. Additionally, ongoing training will be provided by the Executive Director, school staff and other personnel throughout the Directors’ tenure.

## **Carver Governance Model**

St. Croix Preparatory Academy has followed the Carver governance model. This model is designed to empower boards of directors to fulfill their obligations of accountability for the organizations they govern. The model enables the board to focus on the larger issues (e.g. fiscal accountability, student achievement, and strategic initiatives), delegate operational responsibility with clarity (e.g. hiring, curriculum, student discipline, programming, etc.), to oversee management’s job, and to rigorously evaluate the accomplishment of the organization. Some defining principles of the Carver Governance model include:

- Board Decisions are predominantly Policy Decisions. These policies relate to mission, executive and operational limitation by which mission may be accomplished, and the board’s own job, responsibility, and accountability.
- The Board Defines and Delegates. The Board does not want to get bogged down in detail by approving all staff plans; board policies need to be in place to allow staff to formulate plans to fulfill the mission of the School.
- The Board Speaks with One Voice or Not at All. If the Board is to lead, then it must speak with one voice. This one-voice principle does not require or imply unanimity. On the contrary, the Board must embrace all the diversity it can, differences must be respected and encouraged. Once the board has voted and spoken, its decisions can be implemented. The board should not present conflicting messages to its community.
- The Board Explicitly Designs its Own Products and Process. The Board defines its job, its products, its processes, and how it will accomplish its work.

## The Board & Board Member Roles and Responsibilities

The governing board of St. Croix Preparatory Academy is primarily responsible for governance, fiscal accountability, student achievement, strategic direction, and fulfilling the mission of the School in accordance with its bylaws and founding documents.

Each board member reports to the Board of Directors and is responsible for actively participating and contributing to the purpose of the Board. The average time commitment to fulfill this work will average between 8-10 hours per month with additional work required for additional project or committee work.

The essential duties and responsibilities primarily include but are not limited to:

- **Governance**. This includes familiarity and adherence with public charter school statute (124E.07), the School's Bylaws, Open Meeting Law (Chapter 13D), Minnesota Government Data Practices Act (Chapter 13D), MDE and Authorizer compliance requirements, authorizer contract, and other related legal requirements. Board members are expected to be familiar with the Carver Governance model which the School has adhered to since its inception. The Board establish policies for governing the school and students consistent with the Minnesota Board of Education rules, state and federal laws.
- **Financial Accountability**. This includes annual budget review, annual report preparation, audit review, awareness of financial metrics to ensure continued favorable review from outside business partners (e.g. banking, investors, etc.) and to guarantee future sustainability and program growth.
- **Student Achievement**. This includes an annual review of student performance in comparison with state and national standardized tests and an annual evaluation of post-secondary and workforce readiness in accordance with state requirements.
- **Meeting Attendance**. The Board generally meets on the third Tuesday of every month. Board members are expected to review their board information prior to the meeting and to meet the attendance requirements specified in Minnesota statute.
- **Strategic Direction**. The Board is responsible for the continued strategic direction of the institution in alignment with the School's mission, definition of classical education, and implementation of the diffusions of innovation theory. Examples of strategic discussions may include the following: facility development, compensation models to ensure fiscal responsibility, board policy development, school replication, succession planning, revenue generation opportunities, community relations, etc.

## Board Officers

Per Minn. Stat. 317A, a nonprofit corporation must, at a minimum, have a President and a Treasurer (Minn. Stat. 317A.301). Per the SCPA Bylaws, the officers of the Board will "consist of President (Chief Executive Officer), Vice President, Treasurer (Chief Financial Officer) and Secretary. (SCPA Bylaws – Article V, Section 1(a)) "The officers of the Corporation shall be elected by the Board for the lesser of a one (1) year term or the remaining unexpired term of the Director." (SCPA Bylaws – Article V, Section 1(b)).

**SCPA Note:** Currently, SCPA officers are called Board Chair, Vice Chair, Treasurer, and Board Clerk. This differs from the naming convention in Minn. Stat 317A and the bylaws. General board officer responsibilities are listed in the bylaws.

## Board Committees

A summary of board committees and their authority is noted below:

Committees of the Board. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more committees. Committee members must be natural persons, but need not be members of the Board of Directors.

Authority of Committees. Committees shall make recommendations to the Board of Directors. No committee shall have the authority to act on behalf of the Board of Directors unless such authority is specifically delegated to the committee by the Board of Directors; provided, however, that no committee shall be granted any powers or authority exceeding that granted to the Board of Directors. Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings

**SCPA Note:** Currently, the SCPA Board currently has a Finance Committee designated to support the Board in understanding its financial accountability and strategic initiatives; and to support the CFO in assessing internal controls, clarifying operational roles, and providing training for new personnel. In addition, SCPA has an Executive Committee, consisting of the Board Chair, Vice Chair and a parent board member selected by the Executive Director. The purpose of this committee is to serve in an advisory role to the Executive Director for operational items that require additional guidance.

## Board Meetings

The types of meetings, their purposes and requirements are noted below:

Regular Meetings. Regular meetings of the Board of Directors are usually held the third Tuesday of each month (SCPA Bylaws – Article III, Section 1). The annual meeting schedule is established at the beginning of the fiscal year.

Special Meetings. Special meetings may be called by the Chair or at least three Directors. Notice of the special meeting shall be provided in accordance with Minnesota Statutes, section 13D.04, as amended. Notice will contain the date, time, place and purpose of the meetings. Only subject listed on the agenda may be acted upon at the meeting. (SCPA Bylaws – Article III, Section 2).

Closed Meetings. The Board may call a closed meeting if the subject matter of discussion requires a closed meeting. Such subject matters include security, labor negotiations, negotiations related to real estate, items protected under attorney/client privilege or employee/student discipline. In the case of employee/student discipline, the subject of the discussion may ask that the meeting be open (Minn. Stat. 13D).

Quorum and Adjourned Meeting. A meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any scheduled meeting, the director or directors present thereat shall have the power to adjourn without notice other than announcement at the meeting, until a quorum shall be present. The meeting shall be rescheduled in accordance with the Open Meeting Law. The existence of a quorum is determined when a duly called meeting is convened.

Open Meeting Law. All Board of Director meetings, and notice of all such meetings, shall comply with the Open Meeting Law, Minnesota Statutes chapter 13D, as amended. General comments about Open Meeting Law are:

- Email discussion amongst a quorum of board members may be a violation of open meeting law.
- Consecutive meetings with board members constituting less than a quorum may be a violation of open meeting law if the meeting covers the same content. This is called a serial board meeting.
- Board meetings require 72 hour publication notice in order to comply with the open meeting law.

Meeting Procedure. Meetings normally proceed along the following agenda:

- Open Forum. Prior to the meeting, community members may sign up to address the board for a two minute period. The Board will not address the comments of the speaker or interact with the topic discussed.
- Consent Agenda. For sake of expediency, these items (e.g. administrative reports, previous board minutes, etc.) are items that will be approved in a single motion. Question and discussion of the items can occur prior to approval.
- Business items. The agenda for the meeting will be followed as noted in the board packet.
- Agenda. The board meeting agenda is normally determined by the Board Officers, Executive Director and CFO. While not always possible every attempt is made to introduce items a month before requiring a vote. This gives the board members the opportunity to be briefed on the information, ask preliminary questions, then use the time between meetings to investigate, ask questions, etc. A more thorough discussion and vote will occur in the following month. Note: At times, due to deadlines, items may be added to the agenda without following the above noted procedures. Items may be submitted to the Board Officers, Executive Director or CFO for addition to the agenda. Factors determining whether these items are added include current agenda, strategic vs. operational consideration, data privacy issues, etc.
- Roberts Rules of Order. Currently a strict adherence to Roberts Rules of Order is not utilized. The principles of Roberts Rules of Order are utilized in order to maintain order, guarantee discussion, and encourage independent voting.

## **Board Communication Plan**

The Board of Directors shall utilize SCPA web site as the primary means of distribution of information. The website shall contain announcements of upcoming regular meetings, board contact information, previous board minutes as well as all public documents from the Board in accordance with the existing policies and bylaws.

As a Board member you will likely be contacted by parents in an effort to resolve a situation related to the school's operations. In an effort to adhere to the Carver Governance Model and in alignment with the St. Croix Prep board training, it is important for board members to listen thoughtfully, then direct parents to follow the Communication Protocol which has been in place since the School's inception. The protocol is noted below:

- Direct communication with the teacher. This shows respect for the teacher and also for the parent communicating the information.
- Direct communication with the Principal if the matter remains unresolved. The Principal will coordinate a meeting between the parents, teacher, and Principal
- Direct communication with the Executive Director if the matter remains unresolved. The Executive Director will coordinate a meeting with the appropriate parties.
- Direct communication with the Board of Directors. The Executive Director will coordinate a meeting with the appropriate parties.

The general rule is to communicate with the person closest to the situation and best able to address the issue quickly and effectively. This communication protocol has been in effect since the beginning of the school. Attempts to circumvent the communication process will be directed back to the process outlined in the protocol.

### **Board Member Appointments**

Vacancies on the board may be filled at the Board's discretion. Items considered are:

Resignation. Any Board member may resign at any time. Such resignation shall be made in writing to the President or Secretary and shall take effect at the time specified in the notice.

Vacancies on the Board. A Board member so elected/appointed as a replacement will serve the remaining year(s) of the term of office of the Board member being replaced. In the event of multiple vacancies the position of the Board member who resigned first will be filled first. In addition, per the bylaws (Article IV, Section 7), the most recent board election results shall be considered in making appointments to fill vacancies.

### **Board Member Compensation**

Non teacher board members shall not receive compensation for their services as a member on the board. Board members may be reimbursed for reasonable out-of-pocket expenses incurred by them in serving as a board member.

### **Board Member Conflicts of Interest**

No Board member will use their official position or office to obtain personal financial benefit or detriment or financial gain or detriment for relatives or for any business with which the Board member or a relative is associated. Business means any corporation, partnership, proprietorship, enterprise, association, franchise, firm, organization, self-employed individual or any legal entity operated for economic gain.

## **Miscellaneous Board Information/Practices**

### **Board Insurance**

The School maintains Director's & Officer's (D & O) insurance, therefore Directors are not personally liable for decisions made by the School.

### **Board Communication with the Media**

Unless otherwise designated, the only personnel who may speak on behalf of the School are the Board Chair, Executive Director, and Communications Director.

### **Board Engagement with Legal Counsel**

The only personnel who have authorization to engage with legal counsel on behalf of the School are the Board Chair, Executive Director, COO, and Special Education Director.

### **Board Communication with Friends of Education, the School's Authorizer**

Unless otherwise designated, the only personnel who may speak on behalf of the School are the Board Chair, Executive Director, and COO.

### **Board Communication with the School Staff**

Communication to all of the employees at the School is reserved for the administrative team in accordance with their duties. Any Board communication to all employees will be mutually determined and approved by the Board Chair and Executive Director.

### **Board Members, Key Employees and Data Privacy**

Data privacy related to employees, students (and their families) is important. Due to the responsibilities of certain positions, members of the Executive Committee, Executive Director, and COO may have access to private employee and student data. Board members may have access to private data if they have a "legitimate educational interest" in the data.