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Governance Committee Agenda for June 13, 2024

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Members: N. Donnay, A. Galati, J. Johnson, M. Stiles, J. Gutierrez

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**Agenda**

1. Discussed 2024 Omnibus Education Bill as it pertains to charter school boards - particularly:
  - a. *Bylaws must set the number of terms an individual may serve on the board and as an officer of the board.*
  - b. Our bylaws state: Article IV.2.b - Tenure. Each director shall hold office for a three (3) year term or until a successor has been duly elected and qualified or until the director dies, resigns, is removed, or the term otherwise expires.
  - c. **Recommendation: Modify the Bylaws to state that each director may hold office for up to ten, three year terms, or until a successor has been duly elected and qualified or until the director dies, resigns, is removed, or the term otherwise expires.**
2. Bylaws Review and Update
  - a. **Discussed the question: Should the Board be able to change the Bylaws with a simple majority vote?** Current wording in our Bylaws states in Article IV.1.b: *Every member of the Board of Directors shall have one (1) vote on all matters to be decided by the Board. Unless otherwise stated in these Bylaws, the affirmative vote of a majority of Directors present and voting shall constitute Board action. Proxy voting is not permitted.*
    - i. **Would like the board to discuss the following recommendation: In order to change/modify SCPA's Bylaws, there must be a 2/3 majority vote of board members.**
    - ii. **If the Board agrees, then we will motion to modify the Bylaws to reflect this change.**
3. M. Stiles and A. Galati will create a first draft of a policy for electing board officers for board members to review at the June meeting.

- a. Would like the board to discuss the wording for III.D. - Change “prefer” to “require.” The SCPA Bylaws (Article V.1.c.) state: *Experience. It is preferred that the President and Vice President each have at least one year of service as a Director on the Board of Directors before serving in the capacity as the President or Vice President.*
  - b. Additional discussion brought forward the following:
    - i. In the future, ask the question: **Who would be interested in serving as Chair or Vice-Chair to survey interest of board members prior to the June meeting.**
  - c. **Discussed: N. Donnay spoke to the value of being on the Executive Committee as a teacher. This led to a discussion about expanding the capacity of the Executive Committee to include a teacher regardless of whether or not he/she is the chair or vice-chair.**
  - d. **Would like the board to discuss the following recommendation: Consider expanding the capacity of the Executive Committee to include a teacher when parents fill Chair and Vice Chair positions. Therefore, the Executive Committee would be composed of the Chair, Vice-Chair, a parent board member, and a teacher. The Governance Manual would need to be modified for this adjustment and would need to be approved by the board.**
  - e. **Would like to ask the board to discuss and clarify whether or not a teacher can be the Board Chair.**
4. **Jon will coordinate and enter new policies into the 2024-2025 Annual Board Calendar.**
- a. **Goal: To have this done before the September meeting so the Governance Committee can plan necessary training and reviews of required policies.**
5. **Briefly discussed having board members go through continuous board training through MSBA. For those board members who have been on the board for a while, going through the initial training again serves as a refresher and builds deeper understanding. (N. Donnay) Additionally, MSBA offers more advanced board training that some members may find useful. (J. Johnson)**

**Commented [1]:** I added this because we circled around it but did not land at a definitive answer. Thought this might be something we could bring forward. If you do not agree, please let me know.

- a. N. Donnay: MSBA training - suggestion - Vice-Chair acts as a mentor for new board members.**
- 6. Discussed creating a Governance Committee shared Google Drive for member access to relevant documents, policies, etc. A. Galati will connect with Chad Olson to help with this.
- 7. Possible new member: Jennifer Santini; A. Galati will be speaking with her on June 18.
- 8. Next meeting date: July 1st, 2024 at 4:15

Minutes respectfully submitted by A. Galati