B.2 Governing Body

A. Role of the Board of Directors

Alhambra Preparatory Academy employs a single Board of Directors charged with managing and governing Madison Highland Prep (the School"). The Board shall oversee all operational, financial, and pedagogical issues of the School. The members of the Board shall consist of individuals with sufficient qualifications and backgrounds necessary to lead a charter school, including but not limited to finance, business, law, and education. As stated in the Bylaws, the Board may create one or more standing or ad hoc committees having such powers as are then permitted by the Arizona Nonprofit Corporation Act, Arizona Open Meeting Law, and as specified in the resolution. Committees created by the Board shall conduct themselves in accordance with Open Meeting Law in all situations requiring them to do so.

The School's Director of Operations and Director of Academics are officers of the School charged with its day-to-day operations and shall both report directly to the Board. The Board is responsible for evaluating the work of the Director of Operations and the Director of Academics.

The School's Director of Operations and Director of Academics shall create and maintain a standing advisory committee known as the School Policy Council (the "Council"). This Council is not created by the Board; rather, it shall be composed of no more than seven (7) members who will be recruited, appointed, and removed by the Director of Operations and the Director of Academics. The Council shall only provide advice and counsel to the Director of Operations and the Director of Academics and shall limit their consideration to educational, student, extra-curricular, instructional, or administrative issues facing the School. The Council shall never report directly to the Board. The Council may consist of parents or guardians of current or former students.

B. Responsibilities of the Board of Directors

- Maintain integrity and promote School's mission and vision;
- Make School policy decisions as provided by A.R.S. §15-183(E)(8);
- Fill vacancies on the Board or any committee, and adopt, amend, or repeal the School's Articles of Incorporation or Bylaws;
- Review financial documents and meeting minutes of the charter school to ensure appropriate legal and financial procedures are being followed and make recommendations such as adding or revoking authorities;
- Make recommendations for the Board's professional development;
- Ensure marketing development for the School;
- Evaluate the Director of Operations' and the Director of Academics' performance and set each officer's salary;
- Approve the School budget required to be submitted to the Arizona Department of Education by the Director of Operations and the Director of Academics;
- Approve and continually update policy and procedure manuals, employee handbooks, and student handbooks;
- Approve and submit the Declaration of Curriculum and Instructional Alignment to the Arizona Department of Education.

C. Composition of the Board of Directors

The Board is currently comprised of two (2) Members who are recruiting additional Members in order to maintain a Board of at least five (5) Members. Officer positions will include the roles of Director of Operations, Director of Academics, Treasurer, and Secretary. The School will recruit individuals whose experience and expertise meet the specified criteria and who share the School's vision and passion and who possess extensive knowledge and experience in education, financial management, or business management. All board members will be required to have and maintain a valid Arizona Fingerprint Clearance Card and complete the required background check. The School is conducting due diligence on two (2) potential Board Members at the time of this submission. The School, however, will not appoint new Board Members until after a determination on this charter application. The proposed founding Board Members are as follows:

Board Members	Background, Qualifications, and Community Relationship
Kerry Clark	Experience with Charter School Development; former Regional Leader, Principal Mentor, HS Administrator, HS Teacher; exceptional leadership skills and communication skills; experience evaluating teachers and administrators, developed teacher and principal evaluation instruments, lead and facilitated several professional development sessions, participated in and attended professional development nation-wide, project-based learning and STEM training, serves as a Quality Assurance Review Chair for AdvancED for school accreditation, developed district level curriculum.
Paula Wilson	Experience with Charter School Procedure; former HS Administrator, Curriculum Coach, Data and Remediation Specialist, HS Teacher; extensive experience with analyzing student achievement and subpopulation (demographic) data, supervised implementation of grants, development of schedules and budgets paid out of general an Title funds; experience evaluating teachers, developed teacher and principal evaluation instruments, lead and facilitated several professional development sessions, participated in and attended professional development, developed district level curriculum.

D. Filling Board Vacancies

The Board will be responsible for developing a sustainable succession plan, including the recruitment of Board Members. Board members will recruit from the exceptional community members who are strong advocates for the School's mission and vision. Potential board members will be interviewed to ensure vacancies are filled with individuals who possess the qualifications and expertise necessary to perform the duties of the Board.

As stated in the School's Bylaws, in any event where a vacancy occurs for any reason, the Board may fill the position at any meeting called for that purpose. The appointment of a successor Board Member requires the affirmative vote of a majority (51%) of Board Members then in office. Upon the affirmative majority vote of the Board, the successor Board Member shall immediately take office; however, for the purposes of term limits, the successor Board Member's term will be counted as beginning on the date of the first annual meeting following his or her election. The initial Board Members, upon the approval of

this charter school application, will recruit three (3) additional, independent Board Members. The Board will appoint new Board Members in accordance with the School's Bylaws at a meeting called for that purpose. Any action taken by the Board of the School regarding either the appointment of new Board Members or the filling of vacancies of the Board will be done in accordance with Arizona Open Meeting Law.

Once the Board is fully populated, it will finalize a strategic governance succession plan for both Board Members and officers. The succession plan will include a rubric to prioritize the specific needs and expertise required to sustain the organization as well as to ensure Board Members obtain the skills and knowledge necessary to serve on a charter school governing board. Potential Board members will be required to submit their resume, their fingerprint clearance card, and to participate in an in-person interview before the full Board.

The Board will review submitted resumes, select competitive candidates for interview, conduct in-person interviews, and elect Board Members in accordance with the School's Bylaws. All newly appointed Board Members must agree and participate in both professional development and annual trainings on statutory changes.

All Board Members will be required to secure and maintain a finger print clearance card prior to their appointment. Furthermore, the School will require Board Members read and sign a statement evidencing their understanding and commitment to the School's charter application and the necessity of complying with Arizona Open Meeting Law prior to their becoming a voting member of the Board. The School will provide Board Members with Open Meeting Law trainings and require disclosure of any Conflicts of Interest.

Training and Orientation Process

The School will provide an orientation for new Board Members, acclimating them to the School's policies, procedures, and vision. The current Bylaws, Board minutes, policy manual, and any other pertinent materials will be reviewed. Ongoing professional development and training of Board Members will be provided so Board Members may constructively participate in the decision making process and stay abreast of current issues. Further, Board Members will periodically be assigned relevant, research-based readings and asked to read and be prepared to discuss in a study session.

The Director of Operations, Director of Academics, and relevant support organizations, such as the School's legal counsel and CPA, will facilitate the orientation and ongoing professional development of the Board. Additional School personnel may provide training in specific areas as needed. For example, the Director of Operations and the Director of Academics will present and explain the annual budget to sufficiently inform Board members and to solicit their feedback, and to make desired changes. The Director of Operations and the Director of Academics have attended trainings on governance and Open Meeting Law through the Arizona Charter Schools Association and will continue to participate in annual trainings on Open Meeting Law provided by legal counsel.

Complying with Open Meeting Law

The Board, serving as the school's governing body, shall abide by all Open Meeting Laws as required by Arizona law. Current members have been trained in Open Meeting law compliance and new Board Members will receive training. Open Meeting law protects the public by avoiding decision making in secret and promotes responsible and reasonable action. It protects the public from being excluded

(notice), it helps Members be prepared (agenda), and transcribes what happened at the meetings (minutes). The School aims to maintain a Board made up of a minimum of five (5) members who understand a majority constitutes a quorum under Open Meeting Law. Board Members will be apprised of the prohibition against discussing board business or agenda items outside of a legally convened meeting. Meeting announcements will be placed in a public location and agendas will be posted at least twenty-four (24) hours before a meeting and in compliance with Open Meeting Law. Additionally, meeting announcements and agendas will be posted in a conspicuous place on the school website, per A.R.S. §38-431(2). Board Members understand they may hold executive session only under limited circumstances as outlined in A.R.S. 38-431(3).

Minutes of all meetings will be kept by the School's Board. These minutes will include the date, time and place of the meeting, names of Members present or absent, a general description of matters considered, and an accurate description of all legal actions taken. Minutes will be open for public inspection, except as otherwise provided by statute.

If a majority of the Board Members are present and represent a quorum, they will discuss or make decisions regarding only the business stated on that meeting's properly noticed agenda. Notices of meetings and the agenda will be posted on campus and on the School's website at least 24 hours in advance of Board meetings and minutes will be made available to the public within three (3) business days, unless otherwise allowed by statute.

All legal actions of the School's Board of Directors will occur during a public meeting. No meetings will be held without proper notification to both Board Members and the general public.