B.2 Governing Body

ALP's Corporate and Governing Boards will initially be the same. After charter board approves ALP as a charter school, the Corporate Board will set up a separate school-based Governing Board with primary focus on maintain state and federal requirements for non-profit 501(c) 3 status and tax filings, Arizona Corporate Commission requirements and filing, and uphold the integrity of the charter status granted by the Arizona State Charter Board for Charter Schools. ALP's current Corporate Board consists of individuals comprised of both community members and school stakeholders. ALP's Corporate Boards aims to search and build a diverse group of individuals and viewpoints in the future school Governing Board. Each member on the school Governing Board will be chosen for skills, beliefs, and experiences to aid in fulfilling ALP's mission and vision.

The Governing Board will consist of seven people:

- 3 members will be from the community who are experts in various fields of education
- 4 members will be from the schools Corporate Board

The Governing Board will review and develop school policies that reflect the mission and vision of the organization. Policy formation will be derived from research, discussion and a consensus of the governing members. The Governing Board's primary agenda is raising student achievement and involving the community in the attainment of the goal. The Governing Board informs the community of the school needs, delegate's authority and monitors performance. The Governing Board meets to discuss and manage the questions pertaining to the operation of the school. The Governing Board is continuously striving for school performance improvement. The Governing Board approves the core curriculum/class sizes/student-teacher ratios, review academic achievement and reformulate the school's mission and vision as needed.

Filling vacancies
Board members hold a term of two years and may run for a following term.

Training and Orientation
A training and orientation will be held with all new board members and they will each receive a copy of *The Arizona Open Meeting Law.* We will discuss Meeting Law rules, and a person will be designated as the secretary, whose job is to take minutes for each meeting.

Board compliance with Open Meeting Law
Board members will be reminded that all school related discussions need to be held in front of the public and need to be listed on the agenda. Speaking with other board members in private about school related issues is strictly prohibited.

Procedure for Replacing Members
Any vacancy on the ALP Governing Board occurring by reason of an increase in the number of Board members shall be filled by a majority vote cast at any regular or special meeting of the Board. In the event any ALP Governing Board member is no longer willing or capable of

serving, is disqualified or removed from office, or otherwise must vacate the office, a majority vote of the remaining members may elect a new Board member to fill the unexpired portion.

Removal and Resignation

Any Governing Board member may resign at any time by giving 30 days prior written notice to the Secretary of the Board, although the Board may waive the 30-day period for good cause.
Any Governing Board member (excepting the Corporate Board member) may be removed from the ALP Governing Board, with or without cause, at any time by a resolution and vote of a majority of members. The Board member being removed must abstain from the vote due to the inherent conflict of interest, but may be included when determining a quorum.

Cause for removal shall include, without limitations: gross negligence in the performance of duties; intentional or knowing failure to perform duties; malfeasance or misfeasance; knowing fraud or misrepresentation; violation of the conflict of interest or Code of Ethics; an arrest, conviction, or a plea of no contest to a crime (beyond minor traffic offense).

Board Member's Code of Conduct

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Members must have loyalty to the founding mission and vision and avoid conflicts caused by loyalties to staff, other organizations, and any personal interests.

2. Members must avoid conflict of interest with respect to their fiduciary responsibility.

    a. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvement with other organizations, with vendors, or any associations that might be or might reasonably be seen as being in conflict.
    b. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall abstain without comment, from not only the vote but also from deliberation.
    c. Board members will not use their board position to obtain employment in the organization for them, family members, or close associates. Any board member applying for employment must first resign from the board.

3. Board members may not attempt to exercise individual authority over the organization.

    a. Members' interaction with the School Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
    b. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
    c. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the School Director, members will not express individual judgments of performance of employees of the school.

4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

Unity of Control

Only decisions of the full Board acting as an entity are binding on the School Director. Accordingly:

1. Decisions or instructions of individual Board members, officers and committees are not binding on the School Director except in rare instances when the Board has specifically delegated such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without official Board authorization, the School Director may refuse such requests that, in the School Director's opinion, require a material amount of staff time or resources or that is disruptive or unreasonable.

Accountability of the School Director

The School Director is the Board's only link to the operational organization. All authority over and accountability of staff is considered to be the responsibility of the School Director. Accordingly:

1. The Board will never give direction to persons who report directly or indirectly to the School Director.
2. The Board will not formally evaluate any staff member other than the School Director.
3. Except as required by law, the Board will not participate in decisions or actions involving the hiring, evaluating, disciplining or dismissal of any employee other than the School Director.

Delegation to the School Director

The Board will instruct the School Director through written policies that prescribe the organizational ends to be achieved and describe organizational conditions and actions to be avoided. The Board will support any reasonable interpretation of those policies by the School Director.

Accordingly:

1. The Board will develop policies instructing the School Director to achieve defined end results for identified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. As long as the School Director uses any reasonable interpretation of the Board's Ends and Executive Expectations policies, the School Director is authorized to establish all further policies, make all decisions, establish all practices and develop all activities the School Director deems appropriate to achieve the Board's Ends policies. The School Director is not authorized to commit the Board to any course of action in areas reserved for the Board.
4. The Board may change its Ends and Executive Expectations policies at any time, thereby shifting the boundary between Board and School Director domains. By doing so, the Board changes the latitude of choice given to the School Director. However, as long as any Board-specified delegation of authority is in place, the Board will respect and support any

reasonable interpretation of its policies, even though School Director choices may not be the choices the Board or its members may have made.

Global Executive Constraint

The School Director shall not cause or allow any practice, activity, decision or organizational condition which is known or should be known by the School Director to be unlawful, unethical, unsafe, disrespectful, and imprudent or in violation of Board policy.

Governing Board member recruitment and development

ALP seeks dedicated individuals who will advance the mission of the school and have extensive experience in education, business, financial, and/or legal matters.

Board Membership Requirements

- Board size for most optimum work is 7 members
- No two members of the board may be related
- Terms of office shall be two years, with staggered membership terms
- Staff members and students shall be non-voting members
- Board members establish group norms – or a working agreement. These are statement of what board members need from themselves and each other to be an effective board.
- Board meetings include assignments for: time-keeper (and agenda items have time limits) and an evaluator (gives feedback – both on-going and summative) about the board's work and adhering to the board meeting norms.
- When a board member is called by a parent or community member with a notice or complaint about a teacher or classroom incident - the first question by the board member should be "Have you talked with the teacher?" Next, "Talk with the School Director?" Last step – Invite the person to come to a board meeting.
- No board member shall give directions, reprimands, or criticism to any staff member unless requested by action of the board.
- Individual board members don't convey "board expectations" to staff or the School Director. These tend to be unclear, incomplete, and a mixture of board expectations and personal bias. It is up to the School Director to supervise staff and implement board policy.
- Communication with the School Director concerning board policy may take place at a board meeting (in executive session if a personnel issue is being discussed), through an executive committee of the board (2 or more members – but not a quorum) meeting with the School Director, or through written communication from the board.