The Board of Directors of Estrella Educational Foundation will serve as the governing body of Maricopa Institute of Technology. The Governing School Board (the "Board") and the Governing Board members (Members) will act with the best interests of the organizations in mind and consistently acts in a way that is consistent with the central goals of the organization. It is the intent of the Board to be directly involved with the planning year as well as operational years of the school.

A. Governing Board Responsibilities

The Board is accountable for all governing issues and will create and approve policies pertaining to such, as per **ARS §15-183(E) (8)**. It will govern according to the Bylaws within this application and will comply with Open Meeting Law. Further, the Board is responsible for the school's overall academic performance, financial, and ethical success, and thus will take on additional responsibilities as described below.

The Governing Board will have the following responsibilities:

Mission Alignment

The Board will ensure that the school's operations are consistently aligned and focused on the school's mission, vision, and values. The Board will ensure effective organizational planning by creating and revising policies, while using the school's mission to guide the process. The Board will set aside time to strategically plan and review the school's progress each month in order to monitor and strengthen the school's progress towards its goals.

Academic Oversight

The Board will consistently evaluate academic data and academic progress of Maricopa Institute of Technology students and will assess the effectiveness of instruction, curriculum, and supervision based on this information. The Board will manage resources in order to best support student learning and will hold staff and directors responsible for delivering results. It will also make recommendations for improvements based on an academic dashboard.

Board Effectiveness and Succession Planning

The Board will also be responsible for recruiting and orienting new Board members and assessing the Board's performance. The Board will seek out opportunities for training related to its responsibilities, as needed. In addition, Maricopa Institute of Technology will assess the High Bar, a charter school Board training and governance association, which would provide coaching and guidance in this work.

Financial Oversight

The Board will be responsible for guaranteeing that the school maintains a balanced budget, manages its resources effectively, and is in good financial health. The Board will participate in fundraising through donations from external sources such as grants as well as personal donations.

Policy Development and Legal Compliance

The Board will ensure that the school is in compliance and is accountable to State and Federal laws at all times. The Board will review this compliance on a regular basis and will ensure that all legal documents are properly filed and the school maintains legal and ethical

integrity. The Board will also be responsible for ensuring policies and procedures are developed to ensure compliance, maximum safety, and minimum risk.

Oversight of the Headmaster

The Board will select, manage, support, and evaluate (based on previously agreed upon criteria) the performance of the Headmaster. The Board will set salary of the Headmaster annually and offer guidance to the Headmaster.

Public Promotion

The Board will be responsible for enhancing the school's public standing by helping the school to network, forge relationships within the community and respond to concerns.

Governing Board General Practices

The Board will meet monthly to monitor student achievement and financial stability of the school. The Board will consist of three members. A majority of Board members constitutes a quorum, and all actions will require a majority vote of a quorum of the Board. A simple majority of the Board, in attendance either in person or telephonically, will constitute a quorum. All Board meetings will be posted and conducted in accordance with Open Meeting Law regulations.

The Board will be responsible for all matters related to governance of the school, while school leadership will be responsible for daily operations and management of the school. The Board will elect officers and establish committees to facilitate organization and implementation of key duties. Officer positions will include a Board Chair, Secretary, and Treasurer. Committees will include, but not be limited to, Governance, Finance, Academics, and Development. The Board will monitor student achievement and financial oversight through monthly board meeting presentations by the Chief Operations Officer/Authorized Representative, committee chairpersons and/or school leadership, communicated through board-approved data dashboards and committee reports.

To ensure founding and future board members are adequately trained in effective school governance, school leadership will use The High Bar's charter school board governance training, "Board On Track." For at least the first 3 years of operation, the Board will manage activities through Board on Track, a web-based system offered by The High Bar (www.reachthehighbar.com). Within Board on Track, the Board will store board member contact information and institutional documents, schedule meetings, create meeting agendas and minutes, and set and track progress toward goals. Board on Track also provides access to an extensive database of board resources, assessments to determine effectiveness, and training videos. The Directors and board members will use these resources to ensure every founding and future board members have a thorough understanding of the roles and responsibilities of the Board and school leadership. Additionally, all board members will receive training from school leadership on the Problem-Based Learning model, MIT Blended Learning Model, and other key elements of the instructional model at Maricopa Institute of Technology. While yearly training will ensure the board grows in their understanding of board leadership, the Board will also participate in program specific trainings with leadership to enhance their ability to support the school's fulfillment of its mission and vision.

Governing Board Officer Descriptions

The Chair of the Board is the head of the Governing Board. Responsibilities include:

- Presiding over and leading all meetings of the Governing Board
- Working closely with the Directors and establishing board meeting agendas
- Distributing key information to other board members as needed
- Communicating regularly with the Directors, committee chairs, and board members
- Facilitating the appointment of committee chairs
- Directing strategic planning for growth of the school
- Reviewing strategies and priorities of the school
- Supervising the effectiveness of officers, board governance, and vacant board positions
- Cultivating future leadership of the board
- Serving as ex officio member of all board committees

The Vice Chair of the Board serves as the Board Chair in the event that the Board Chair is absent.

The Treasurer of the Board leads financial oversight of the school. These responsibilities include:

- Chairing the Finance Committee
- Working closely with the Chief Operations Officer/Authorized Representative to help prepare the annual budget and monthly financial dashboards
- Working closely with the Chief Operations Officer/Authorized Representative to ensure the school is in compliance with federal, state, and district mandatory reporting requirements and all financial reporting requirements
- Working with the Chief Operations Officer/Authorized Representative to establish school policies and procedures that ensure financial stability and sustainability
- Collaborating with the Board Chair and Chief Operations Officer/Authorized Representative to ensure financial records are accurate and updated
- Reviewing monthly, quarterly, and yearly budget and financial statements
- Work closely with the Chief Operations Officer/Authorized Representative to Report regularly to the Board on the financial position of the school and facilitating Board understanding of the financial health of the organization

The Secretary of the Board is responsible for all records of the Board. These responsibilities include:

- Recording official minutes of all meetings of the Board in compliance with Open Meeting Law
- Certifying and retaining both electronic and hard copies of the most current Bylaws
- Retaining copies of agendas and minutes of all meetings of the Board, including committee meetings
- Provides all notices and documents of meetings, as described in the bylaws or required by law

Governing Board Committees

The Board may establish standing committees to assist in start-up operations of the school, and, once the school is established, to closely monitor the Board's goals in each respective area. Initial committees may include, but are not limited to:

Governance: The Governance committee of the Board is responsible for overseeing strategic planning efforts of the organization. The committee will work closely with the Chief Operations Officer/Authorized Representative to develop a plan to evaluate, enhance, and advance the strength of the organization. The Governance committee will be responsible for recruiting, nominating, verifying, and training all new board members. Ideally the Governance Committee will be comprised of individuals with expertise in management, human resources, school leadership, finance, strategic planning, law, and prior successful board membership.

Finance: The finance committee of the Board is responsible for monitoring financial strength of the organization. The committee will work closely with the Chief Operations Officer/Authorized Representative to develop policies and protocols to monitor and evaluate all financial activities of the organization. The Finance Committee will review cash flow and budget reports on a monthly basis, and assist in preparation and reporting of financial dashboards. Ideally the Finance Committee will be comprised of individuals with expertise in finance, accounting, and business management.

Academic: The Academic Committee of the Board is responsible for monitoring academic achievement and will work closely with the Chief Operations Officer/Authorized Representative to do so. The committee will develop tools to evaluate academic progress using a variety of data points and ensure a comprehensive assessment system is in place. The Academic committee will ensure the school is meeting accountability goals and improving student achievement. The committee will ensure the school is implementing best practices in STEM education and facilitate partnerships with STEM industries. Ideally the Academic Committee will be comprised of individuals with expertise in educational leadership, curriculum, instruction, and assessment.

Development: The Development Committee of the Board is responsible for leading marketing and recruitment efforts of the organization. The Development Committee will work closely with the Chief Operations Officer/Authorized Representative to establish plans to increase public awareness of the school and develop stronger partnerships with STEM industry and community leaders. Ideally the Development Committee will be comprised of individuals with expertise in strategic planning, marketing, public relations, finance, politics, advertising, and consulting.

B. Governing Board Composition The Governing Board has three members**.** The Governing Board will consist of no less than three (3) members and no more than five (5) members. The Governing Board will recruit two additional Members to serve on the Governing Board and will maintain an odd number for voting purposes when at all possible. Initially, board members will serve 2-year terms from the date he or she is elected and qualified. All consecutive terms after the initial term served will be for 1, 2, or 3-year terms, as selected by each Director. In the initial years the Board may assist the Directors in the start-up operations of the school. Governing Board composition will be made up of 100% of the Corporate Board of Directors.

Current voting Board members include:

Anthony Calderon – *Director and President*

Anthony Arano – *Director and Secretary*

David Burrows, P.S., PMP, LEED AP BD+C – *Director and Treasurer*

An aggressive board member recruitment plan is currently in process to ensure that the Governing Body of Estella Educational Foundation includes individuals with a variety of skills that combine to create a robust and knowledgeable Governing Board. School founders have thus far identified three potential board members, who are currently listed as potential Advisory Council members in ***Figure B.2.1.*** The current Governing Board is in the process of determining which of these members would best fit the mission and vision of Maricopa Institute of Technology, as well as meeting with community leaders to identify additional prospective board members. The process for selecting board members is described in depth below. The full founding board is predicted to be in place by 2017.

C. Filling Board Vacancies

In order to ensure a knowledgeable and robust governing board is created, it is imperative that potential board members are thoroughly evaluated by the school founders to determine their fit with the school mission and vision. The school founders will evaluate potential board members based on four specific qualifications:

1. A strong belief in the school's mission and vision
2. Ability to facilitate group conversation (especially for the board chair) and be an active participant in group conversations;
3. A concrete skill that complements the skills of the founding school leaders, such as finance, legal, or curricular knowledge;
4. No personal agenda.

During its first quarter of operation, the Board will develop a succession plan for board members and the Directors. This will include an interview rubric for potential board members and Directors, a database of potential future board members and contacts for recruiting qualified board members, and a process and timeline for recruiting and selecting future board members and Directors. Additionally, board policies will be created in the initial year of operation and documented so that future board members will clearly understand the school's strategic plan, board policies, and their role as a governing board member. The Governance committee of the Board will spearhead all efforts to recruit, evaluate and recommend new board members. Future board members will participate in an orientation with the governing board chair to review these policies and receive training on their role as board members.

Advisory Board Member	Title, Organization	Relevant Skills
Marcus Pina	Principal Riverside District #2	Principal, leadership and communication skills, developed teachers, principal evaluation instruments, lead and facilitate professional development sessions on data driven instruction
Talmadge Tanks	Principal Riverside District #2	• Middle School Principal, evaluation instruments, professional development, STEM implementation,

Dr. Stephen Neal	Special Education Director	• Special Education Director, Professional Development District Coordinator, STEM implementation – accommodations and modifications

Figure B.2.1 Potential Advisory Board Members & Relevant Skills

Recruitment of Board Members

Estrella Educational Foundation recognizes that three voting members is only the minimum number of board members the school can possess and that as the school transitions into a governing body, it will add additional members. Therefore, from June 1st, 2015 to June 1st, 2016, Maricopa Institute of Technology will aggressively network and meet with potential new board members in order to create a larger, more diverse board. In order to do this, the Board will network with various Phoenix community members to determine who can best contribute additional perspectives and expertise. In their search, the Board will look for those who can give time, talent, or treasure (financial or other resources) to the organization.

In this search, the Board will look for candidates who will balance the team and can effectively encompass the four major roles the Board will play: a Board of governance, a group of ambassadors for the school, sponsors of the school, and consultants whose knowledge can benefit the school. Additionally, the Board will ensure, through conversation and research with potential Board Members, that each individual candidate is completely committed to the school and its mission. Each potential board Member must see himself as part of a collective whole. After networking and interviewing multiple candidates, the board will approve final board members with a majority vote of the Board.

The process for finding and selecting new Board members is as follows.

1) Board members will actively identify and recruit strong potential Board members.
2) The Governance Committee will set up an initial interview with the potential Board member.
3) If the first interview is successful, the candidate will meet with the school directors and the Governance Committee for a second interview. The candidate will also sit in on a Board meeting.
4) The full Board will then vote to make a final approval. A simple majority vote is required.
5) Once approved, new Board members will complete required documents and undergo initial professional development with the Governance Committee or full Board.

Developing Board Members

In year one, the Board, and any new member thereafter, will undergo an orientation in which they are familiarized with the mission and vision of the school, understand the roles and responsibilities of Board members, and have a comprehensive understanding of Open Meeting Law. At the end of each year, the Board will do a self-evaluation and a formal evaluation of each member. This evaluation will be a clear and consistent process. Throughout the year, the Governance Committee will create a system through which the Board's efficacy and strength will be regularly evaluated and

developed. This committee will be committed to ensuring that all Board members are doing their best work in the best interest of the school. Periodically, the Board will take assessments offered through Board on Track to assess its practices and identify weaknesses. Through this system, the committee will determine what professional development the Board most needs or if the composition of the Board needs to change. Professional development may include training offered by The High Bar, the Arizona Charter Schools Association or Estrella Educational Foundation's legal counsel pertaining to conflict of interest, open meeting law, or academic and financial oversight, among other topics.