B.2 Governing Body

Ethos Academy: A Challenge Foundation Academy ("Ethos Academy") is governed by its Board of Directors ("Board"). Pending approval of the charter application, the Board will ensure the school conducts itself in a manner consistent with the charter.

A. Governing Board Responsibilities [1]

The Governing Board of Ethos Academy will ensure the school and its staff carry out the vision, mission, and values in a manner consistent with the charter approved and authorized by the Arizona State Board for Charter Schools and the Arizona Department of Education. The Board will adhere to ARS 15-183(E)(8) with regard to policies concerning safety and school operations. In addition, the Board will exercise its authority to manage all business affairs of the Corporation in conjunction with applicable laws within the State of Arizona.

Governing Board Roles

The *High Bar* has defined four specific functions of a Board that will be adopted by the Ethos Academy Board:

Governor – The Board will govern the school through responsibilities that include, but are not limited to, the following:

- Establish, approve, and monitor the vision, mission, and values of the school.
- Hire and supervise the School Director and his/her responsibilities.
- Approve and confirm that all policies and procedures are followed.
- Approve and confirm the curriculum model and resources are followed.
- Approve and confirm the budget and monetary systems are followed.
- Review the annual audit and sign off on all significant expenditures.
- Approve and confirm the personnel strategies are followed by the appropriate staff.
- Serve as the formal body for all conflicts and complaints not resolved by daily leaders.
- Approve student discipline policies and authorize all expulsion decisions.
- Review and sign all facility contracts and resolve all significant facility issues.
- Ensure the charter renewal procedures are followed in accordance to state laws.
- Establish strategic plans and systems for monitoring these plans.

Ambassador – The Board will serve collectively as "one voice" to the community.

- Promote in an appropriate manner school achievement and related matters.
- Approve public annual reports that are consistent with the daily operation of the school.
- Hold monthly meetings that are consistent with Open Meeting Laws.
- Advocate and represent the school to all stakeholders and educational organizations.

Sponsor – The Board and its Members will give their resources to ensure a successful school.

- Provide personal time to prepare and engage in monthly meetings.
- Provide personal time to special events throughout the school year.
- Provide or help secure donations for the betterment of the school.

Consultant – The Board will offer their skills and expertise on behalf of the school.

- Provide personal talents previously identified as a need for the school.
- Provide input to all situations that connect directly to personal, related experiences.
- Actively serve on a committee that directly supports the larger Board and the Members.

Additionally, the Governing Board will engage in monthly meetings that constitute a simple majority, or quorum, by having members that participate in person or telephonically. All meetings and decisions will take place in a manner consistent with the established Bylaws and Arizona's Open Meeting Laws.

The Governing Board will contain roles for Officers that are chosen by election of a simple majority vote on a yearly basis. The positions will consist of the following:

The officers of the Board shall comprise a President of the Board, Vice President of the Board, Secretary of the Board, and a Treasurer of the Board. Officers will be elected by the existing Board Members. Terms of office are for two years as stated in the bylaws, but Directors may serve multiple consecutive terms. A simple majority of the Board, in attendance either in person or telephonically, will constitute a quorum. TeamCFA retains the ability to approve and appoint all members of the board and will work with the existing Ethos Board to identify qualified candidates and receive recommendations. The process for obtaining these recommendations will be consistent with the procedures provided in this document.

Governing Board Officers

The Board will be led by Officers with specific responsibilities that include:

President – Ensures that all board policies, board procedures and administrative practices are established and maintained. Additionally, this person will facilitate board meetings.

Vice President – Fulfills the role of the President in the event of an absence and assists with responsibilities as needed and determined by the President.

Secretary – Keeps and maintains all legal documents and minutes from the Board meetings.

Treasurer – Provides oversight to all financial matters and monitors large scale facility issues.

Governing Board Committees

The Board may form advisory committees for areas of special need or interest which could include a(n):

Executive Committee – Made up of seated directors who are officers of the Board (President, Vice President, Secretary and Treasurer). The role of this committee is to execute the duties of the Board as directed by the Board.

Finance Committee – This committee consists of the Board Treasurer and any other persons appointed by the Board Chair. The main duty of the committee is to establish the school budget and monitor the implementation of the budget.

Nomination Committee – Comprised of seated directors and members appointed by the Board Chair. It has a main function to evaluate representative needs and supply a slate of candidates to fill any vacated seats.

Development Committee – Responsible for major fundraising activities for the charter school. It is expected that the school, led by the Board, engage in one major fundraiser each school year.

For so long as Arizona charter schools are subject to Arizona's open meeting laws (ARS 38-431 et seq.), Ethos Academy's Governing Board will comply with such laws. 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 of the meetings will be made available to the public within three business days after such meetings.

B. Governing Board Composition

The corporate board of Ethos Academy will serve as the governing board of Ethos Academy. Thus, the composition is identical. TeamCFA guidelines require two Governing Board members, only one during the application/founding phase, will be representatives of TeamCFA. These Members will engage in a manner consistent with all other Board members.

The Board shall consistent of no less than three and no more than thirteen members on the Board at any one time. Each member shall serve a term of two years but can serve multiple terms without restriction so long as they are approved in accordance to the established Bylaws and applicable state laws. It is the goal of the Board to maintain on odd number of Members for voting purposes and so long as it is applicable.

Members will be deemed qualified if they meet the following criteria:

- Able to serve legally on an Arizona Charter School Governing Board, per statutes.
- Able to commit time and resources consistent with the guidelines of the Board.
- Clearly exhibit a strong commitment to the school's vision, mission, and values.

- Receive approval from TeamCFA per the bylaws.

TeamCFA and the existing Board Members will secure, to the best of their abilities, individuals capable of fulfilling one or more of the following needs:

Finance / Accounting – Formal experience in the finance and accounting fields. These Members must be astute at reading and interpreting financial documents. Ideally, these leaders will have experience in connecting financial documents to an educational organization.

Academics / Education – Former teachers and school administrators would be considered an ideal Member. These leaders must have the ability to understand and respond to the presentation of academic data by the Dean of Academics and the School Director.

Families / Communities – Familiarity with the local community of the school is essential for these leaders. In addition, the Members with this specialty are familiar with city-wide organizations that can partner with the school to provide relevant programs and services.

Legal / Compliance – The Board will strive diligently to locate leaders that are familiar with Arizona laws, specific to schools, and have experience with state compliance.

Fundraising / Marketing – Members in this field will demonstrate the ability to solicit funding from a variety of people and organizations.

C. Governing Board Vacancies

The Board of Ethos Academy will consist of members that participate in two year tenures. In addition there will be unusual circumstances (death, geographical limitations, etc…) that might lead to a member leaving the Board. Ethos Academy has a succession plan in place that will ensure new members are equipped to fulfill the roles and responsibilities of Board Members in accordance to the vision, mission and value of the organization. The general process is as follows:

- Possible, future board members will be identified by current members and the School Director on a continual basis. They will take into account the need for unique skill sets that might include accounting, law, human resources, business, education, or real estate. Once identified they will be asked to participate, pending fingerprint approval, on ad-hoc committees within their specialty. In many cases there will be an abundance of professionals working indirectly with the Board to accomplish specific goals. The current members will be given a chance to assess the skills of the candidates and develop a professional relationship with these individuals. (All non-Board members that participate on a committee are considered a potential candidate).

- The nomination committee will develop a list of candidates to fulfill board member positions. It will take into account specific skill sets that are in need based on expected

future needs. This list will contain ad-hoc committee participants and other professionals identified by the committee. (Candidates are not required to have participated on a committee, but it would be preferred).

- The Board will extend an invitation to candidates to provide a resume and engage in an interview with the Board (assuming there is interest on behalf of the candidate). Pending approval of the resume the candidate will be asked to attend a Board Meeting, if that has not already taken place, at Ethos Academy or a similar Team-CFA school. This will serve to establish a clear understanding of the processes in place for the Board by the candidate. All candidates are expected to be engaged in proactively identifying that the Board and Ethos Academy are strong fits for the candidate, too.

- The candidate will be invited to take a tour of Ethos Academy and meet with key leaders of the school and the charter network, as available, to determine if there is resonation of culture among the parties. This will be the time when the candidate will receive an articulated description of the vision, mission, and values of Ethos Academy. This participation will include many of the presentations provided to new staff members in the "Ethos Foundations" course but will be tailored to Board Members.

- Finally, the Ethos Board will make a formal recommendation to TeamCFA. Upon approval from TeamCFA, the candidate will be formally presented to the staff and family members of Ethos Academy through emails, newsletters and web-based communications. The addition(s) will be added to appropriate Arizona Corporation Commission documentation in order to update filings.

Governing Board Development

The Board Members of Ethos Academy will be required to participate in a process of development, consistent with the expectations of all staff, that is consistent and strategic.

- All Board Members will engage in "Ethos Foundations" training, upon agreement to join the Board. This training will be provided by the School Director and/or the Board President. This training will include specific information related to the roles and responsibilities outline in the charter agreement with the state.

- All Board Members will engage in an annual retreat every June to identify areas of growth and establish a personalized plan for improvement that is monitored by a fellow Board Member.

- All Board Members will attend three pre-scheduled Board training sessions in the fall, winter, and spring that take place before or after a Board meeting. These sessions will be provided by experts in various fields that increase the capacity of all Members to better serve the school and the community. The experts will likely be leaders from TeamCFA, the Arizona Charter Schools Association, and current Board Members.

[1] Adapted from the Western School of Science and Technology: A Challenge Foundation Academy charter application, approved by the Arizona State Board for Charter Schools January 15, 2014.