The Board of Directors of Grandview Associates, Inc. will act as the School Governing Body for Sierra Preparatory Academy.

Responsibilities of the governing body as per A.R.S. §15-183.E.8

Statutory Obligations:
Arizona statute (A.R.S. §15-183.E.8) mandates that the charter of a charter school shall ensure the following: "That it provides for a governing body for the charter school that is responsible for the policy decisions of the charter school". The Board of Directors of Grandview Associates, Inc. will act as the School Governing Body. Article III, Section 1, of the Bylaws sets the Board's powers "Subject to any limitations set forth in the Articles of Incorporation, these Bylaws, or applicable laws, the Board shall manage and control the affairs of the corporation". The governing body will have no role beyond the statutory minimum.

Responsibilities:

- The Board of Directors is responsible to the Corporation.

The Board of Directors:

- ✓ Maintains the corporation in good standing with the AZ Corporation Commission
- ✓ Maintains the tax-exempt status of the Corporation
- ✓ Fills vacancies on the Board
- ✓ Adopts, amends or repeals the Bylaws or the Articles of Incorporation the bylaws
- ✓ Designates committees of the Board
- ✓ Promotes and protects the mission of the Corporation

- The Board of Directors is responsible to the School.
  - ✓ Formulates and adopts the school's policies and maintains the policy manual.
  - ✓ Approves student and employee policy handbooks
  - ✓ Reviews safety issues, campus life, and local discipline events such as student suspensions and expulsions. It is the final body of appeal in the grievance process for members of the school community
  - ✓ Monitors the implementation of the adopted policies
  - ✓ Approves recruitment, hiring and professional development policies
  - ✓ Appoints and oversees the performance of the Headmaster
  - ✓ Evaluates the Headmaster's and employees' performance
  - ✓ Evaluates the school's programs and services to ensure they are consistent with school's educational philosophy and mission
  - ✓ Evaluates the school's academic performance

- The Board of Directors is responsible for the financial affairs of the school.

The Board of Directors:

- ✓ Formulates and adopts the school's fiscal and procurement policies
- ✓ Ensures adequate resources for the school
- ✓ Ensures proper accounting and procurement principles
- ✓ Approves financial plans, financial statements, budgets and audits
- ✓ Reviews state and local policies and legislative processes that have an impact on the school's finance.
- ✓ Evaluates the school's financial performance

- The Board of Directors will also have the responsibility to maintain the administrative relationship between the charter school and the authorized public chartering agency.

The Board of Directors:

✓ Ensures compliance with the charter contract granted by the Arizona State Board for Charter Schools
✓ Monitor s the academic, financial and operational status of the school to ensure that the school is meeting the authorizer's Academic and Financial Performance Frameworks
✓ Approves all amendments and notifications to be submitted to the charter authorizer
✓ Prepares all renewal documentation
✓ Monitors policies, rules and any changes adopted by the charter authorizer.
✓ Establishes a system for effective communication with the charter authorizer and its executive staff
✓ Follows the monthly agenda of ASBCS and ensures that members are present at any time when the school has requested items on the consent agenda, and/or the charter matters are on the action agenda of ASBCS.

- The Board of Directors is responsible to itself and accountable to the public.

The Board of Directors:

✓ Follows the procedures as found in the bylaws and policies
✓ Adopts and follows the directions established in the strategic plan for the school
✓ Establishes and monitors committees as necessary for the proper functioning of the school
✓ Recruits and trains new Board members
✓ Evaluates its own governing performance
✓ Conducts efficient and productive Board meetings
✓ Accounts to the public for the school's educational and financial performance

Mandated Obligations

- Open Meetings: The Board of Directors will comply with the Arizona Open Meeting Law. To the extent required by applicable law, all official actions and deliberations by a quorum of the Board of Directors (other than those permitted to be taken in executive session) shall take place at a meeting open to the public as provided in the Arizona Open Meeting Law, A.R.S. §§ 38-431, et seq.

The initial Board of Directors at start-up will be comprised by the two Corporate Principals. Consistent with the By-Laws, more Board of Directors members will be elected. In the meantime, should the two-member Governing Board have a split vote on a motion, the matter shall be tabled and added to a future Board of Directors meeting for a new discussion and vote.

- Books and Records: The Board of Directors shall maintain such books and records as are required to be maintained by it pursuant to Section 39-121 of the Arizona Revised Statutes, as amended, and the rules and regulations adopted from time to time by the Arizona State Board for Charter Schools. To the extent applicable, such books and records shall be subject to applicable Arizona laws, rules and regulations pertaining to public records, including A.R.S. §39-121, et seq.

Composition of the governing body

The Board of Directors is currently composed of two members: Edward Denny and Yuliya Yatsyshina.

Edward Denny is founder, Corporate Director, Chairman of the Board of Directors and officer (President) of Grandview Associates, Inc. He will serve as the Authorized Representative for the charter. He will also be involved in the day-to-day operations of the school as the Headmaster for Sierra Preparatory Academy.

Edward Denny has the education, knowledge, experience and skills to operate a charter school. He contributes educational and business knowledge, experience and skills to the organization. He is an accomplished school educator and leader with over 20 years of experience at some of the best schools in Metro Phoenix. He graduated from Hamilton College, Clinton, NY with a B.A. in Classics with further concentration in Music. He graduated from Arizona State University with an M.A. degree in U.S. History, with an emphasis on Constitutional studies that was sponsored by a full scholarship from the James Madison Memorial Fellowship Foundation and which included studies at Georgetown University in Washington, D.C. He is currently pursuing an M.A. in English through Middlebury's Bread Loaf School of English in Middlebury, Vermont. Edward Denny is a long-term educator, whose teaching experience started at Bryant and Stratton Institute, Buffalo, NY as an instructor of College English, and Written Communications for business majors and continued further on. While working as a non-profit arts administrator in Buffalo, NY, he taught Latin at Nardin Academy (one of Buffalo's premier private schools) on his lunch hour. After moving to Arizona, he worked as a volunteer docent at both the Heard Museum and Desert Botanical Gardens working with both adults and school groups of all ages. Edward Denny acquired valuable tax and financial experience and knowledge while working at James E. Denny, Tax and Financial Services in Buffalo, NY where he assisted in the preparation and proofreading of state and federal tax returns for individual and corporate clients. Following his passion to teach Latin and the Humanities, Edward Denny joined the faculty at Tempe Preparatory Academy (TPA), the leading charter school in liberal arts education in Arizona, shaping and influencing the Humanities studies there as the Humanities Department Chair and Director of the Senior Thesis program. Edward Denny developed TPA's curricula for Chemistry, U.S. Humane Letters, and Senior Thesis as well as the TPA Style Guide to improve the writing curriculum, and a documentary text to improve the Humane Letters American history curriculum. He was a Speech and Debate team advisor and tournament judge and led many professional development activities at TPA. He was also involved with the students outside the classroom as the chaperone for student trips including those to London, Washington, D.C., and Los Angeles. He actively contributed to the business and operations of the school - he was the faculty representative to the Board of Directors, Chair of the Salary Schedule Committee, Chair of the Strategic Academic Improvement Committee and Member of the Headmaster Search Committee. At present, Edward Denny is an instructor for 9th grade Humane Letters, American Literature and History, at Great Hearts' Chandler Preparatory Academy as well as a Curriculum Consultant assisting in the training and evaluation of chemistry teachers at the Great Hearts Academies network of liberal arts academies.

As an active community participant, Edward Denny has contributed to several of the largest organizations in Arizona, including Arizona State Board for Charter Schools, Technical Review Panel, Phoenix, AZ, 2012 as a volunteer evaluator of education plans for new charter applications; Desert Botanical Garden, tour guide specializing in ethnobotany for adult and school groups and Chairman of the Education Sub-Committee for Curriculum Development,

2003; Heard Museum Education Department, tour guide of Southwest anthropology and fine art collections for adult and K-12 school groups; and Chairman of the Exhibitors Committee for the Heard Museum's Indian Fair and Market, 1999 – 2001. Additionally, Edward Denny served as a frequent Guest Lecturer for the U.S. State Department American Corners Program at the Pushkin Library, Ust-Kamenogorsk, Kazakhstan, 2012. He has also performed volunteer work at Great Hearts Academies, Arizona Commission on the Arts, Phoenix Symphony, Phoenix Bach Choir, Buffalo Philharmonic Orchestra, Clarence Public Library, and Western New York PBS.

Edward Denny's work and studies were recognized by the James Madison Memorial Fellowship Foundation – he was Fellow at Arizona State University (2004) and Georgetown University (2005). He was recipient of the Edward Fitch Prize in Greek and two-year recipient of the Winchell Prize in Greek at Hamilton College, NY.

He also contributed to many grant projects and conferences in the US and abroad, including the International Educational Conferences at the Kazakh-American Free University in 2011 and 2012, where he presented papers entitled: "The Value of a Liberal Arts Education in a Global Economy" and "Why Literature Matters for Business Majors"; Liberty Fund Conferences in 2005 through 2009 – participated in seven separate conferences on economics, politics, philosophy, and literature with readings including works by Plato, Plutarch, Locke, Hume, Montesquieu, Trenchard and Gordon, Thucydides, Hamilton, Madison, Alchian, Tullock, and Buchanan, among others; National Endowment for the Humanities Summer Seminar Grant, 2004 - Participant in a five-week seminar entitled "Interpretations of the Industrial Revolution in Britain" at Nottingham University, UK; Tempe Preparatory Academy Faculty Development Grant, 2002 - Independent research in the U.S. Civil War and participation in a Flinn Foundation chemistry workshop; Arizona State University, National Science Foundation Sponsored Workshops, Summer 2001 & 2002 - Participant in Modeling Instruction Workshops for Chemistry and Physics.

Yuliya Yatsyshina is founder, Corporate Director and Officer (Vice President, Treasurer and Secretary) of Grandview Associates, Inc. She will be involved in the day-to-day operations of the charter as the Office/Business Manager for Sierra Preparatory Academy. Yuliya Yatsyshina has the education, knowledge, experience and skills to operate a charter school.

Yuliya Yatsyshina graduated from Moscow State University of Economics, Statistics and Information Systems with a major in finance and received her MBA degree in strategic management from Northwest Nazarene University. Yuliya's work experience started as an inspector at JSC Kazzinc Quality Control Department in Ust-Kamenogorsk, Kazakhstan where she oversaw production processes and compliance with industry standards for international trade partners and provided documentation support. She also worked at JSC Alliance Bank, Legal Entities Services Department Specialist in Ust-Kamenogorsk, where she provided transactional support for individual and corporate clients, executed payment orders and provided general office support. She served as the American Program Manager for the International Relations and Programs Department at the Kazakh-American Free University in Ust-Kamenogorsk and she was instructor of International Business, Economics and Entrepreneurship at the same university. Yuliya also obtained valuable community relations experience in the US as a volunteer development coordinator at Tempe Preparatory Academy and as a campaign assistant for Hugh Hallman for Governor of Arizona.

Process for filling vacancies on the school governing body

Article III, SECTION 6 of the corporate bylaws states: "A vacancy may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum, or by a sole remaining Director. A Director so chosen shall hold office until the expiration of the term as set by the Board, but no such term shall be longer than two (2) years and it shall expire no later than the last day of December of the second year of the term.

Article III, SECTION 17 further states that "The Board shall appoint and maintain the following standing committees: The Nominating Committee: The President shall appoint a nominating committee of the Board to present a slate of officers for nomination at the annual meeting."

The nominating committee will identify stakeholders in the community who seem to be able to uphold the vision and mission of the school and perform with excellence their responsibilities.[1] Qualifications for additional Board directors will also include the particular expertise they may have, that could enhance the Board's overall ability to successfully govern and fulfill the mission of the school. Vacancies shall be filled in a like manner.

Article III, SECTION 3 describes the number and process for election of Directors. "The whole Board shall comprise not less than one (1) nor more than twenty-one (21) Directors. The two (2) individuals named as Directors in the Articles of Incorporation shall serve as the corporation's Directors until the expiration of their current terms. Commencing with the next annual meeting and thereafter at each annual meeting of the Board, the incumbent Directors shall elect the successors of those Directors whose terms expire in the then current calendar year. A Director so elected shall serve a term of two (2) years commencing on the first day of January in the year of election and expiring on the last day of December, of the second year of such Director's term (unless such Director is reelected to the Board). Notwithstanding anything else contained in these Bylaws, the number of full successive two-year terms that a person may serve as Director, including the terms of each person currently serving a full two-year term as a Director, is limited to three (3)."

New members are invited to attend a Governing Board Meeting and they are introduced to the other Board directors. New directors are given a job description and a bylaws manual. The Board will develop a schedule for on-going training, to include review and application of the Open Meeting Law requirements by the school attorney.

Sierra Preparatory Academy's Board of Directors is currently composed of two Directors: Edward Denny and Yuliya Yatsyshina. The Board has identified and intends to add three more Directors, by the time Sierra Preparatory Academy opens in August 2014. At this time Hugh Hallman, former Headmaster of Tempe Preparatory Academy and former Mayor of Tempe (Educator of Year, an attorney with extensive expertise in business, non-profit corporations, taxation and education) , along with Ron Bergez, former Headmaster of Tempe Preparatory Academy, and Darryl Orletsky, an award winning science/math educator both at Tempe Preparatory Academy and Chandler Preparatory Academy, have already been identified as potential future board members and have given support to the preparation of this application. They all possess the necessary education, knowledge, experience and critical skills to govern and operate a charter school.

[1] "Building and Managing An Effective Board of Directors", Center for Nonprofit Management in Southern California.

Various state and local resources will be sought for guidance and direction through new and unfamiliar issues. Existing and new board directors will be referred to the self-help resources available on Open Meeting Law, such as:

- The Arizona Ombudsman Office – Citizens' Aide handbook – The Arizona Open Meeting Law[2],
- The Arizona Ombudsman's website, www.azoca.gov
- Arizona Agency Handbook, Chapter 7, www.azag.gov
- Attorney General Opinions – www.azag.gov

The school will also use the various trainings and workshops on governance and Arizona Open Meeting Law offered through the Arizona Charter Schools Association, including participation of the board directors in the annual conference and any breakout session dedicated to improving the school governance and compliance with open meeting law.

[2] The Arizona Ombudsman Office - Citizens' Aide handbook – The Arizona Open Meeting Law, available online at www.azoca.gov under open meetings/publication