B.2 Governing Body

A. Role of the Board of Directors

Highland Prep employs a single Board of Directors charged with managing and governing Highland Prep ("the School"). The Corporate Board shall oversee all operational, financial, and pedagogical issues of the School. The Corporate Board shall consist of individuals with sufficient qualifications and backgrounds necessary to oversee a charter school, including but not limited to finance, business, law, and education. As stated in the Bylaws, the Corporate Board may create one or more standing or ad hoc committees saving such powers as are then permitted by the Arizona Nonprofit Corporation Act, Arizona Open Meeting Law, and as specified in the resolution. Also stated in the Corporation's Bylaws the Corporate Board shall establish a committee named the "Governing Board". Any individual serving on the Governing Board shall be referred to as a Governing Board "Member". The Governing Board shall conduct themselves in accordance with Open Meeting Law in all situations requiring them to do so.

The School's Executive Director is an officer of the School charged with its day-to-day operations and reports directly to the Governing Board. The Governing Board is responsible for evaluating the work of the Executive Director.

B. Roles, Responsibilities, and Authority of the Governing Board

The Governing Board shall have all of the duties and authority required by applicable law or as delegated to the Governing Board by the Corporate Board, but specifically including all of the powers and obligations required or implied by A.R.S. 15-183.E.8. The Governing Board's duties shall include the following:

- Maintain integrity and promote School's mission and vision;
- Make School policy decisions as provided by A.R.S. §15-183(E)(8);
- 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 Governing Board's professional development;
- Ensure marketing development for the School;
- Evaluate the Executive Director and establish officer salary;
- Approve the School budget required to be submitted to the Arizona Department of Education by Executive Director;
- 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 Corporate Board is currently comprised of one (1) Director who is recruiting additional Directors in order to maintain a Corporate Board of at least five (3) Directors. Officer positions will include the roles of Executive Director, Secretary, and Treasurer. 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 Corporate Board Directors 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 Corporate Board Directors at the time of this submission. The School, however, will not appoint new Corporate Board Directors until after a determination on this charter application. The proposed founding Corporate Board Director is:

Corporate Board Director	Background, Qualifications, and Community Relationship
Kerry Clark, Ed.D.	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, served as a Quality Assurance Review Chair for AdvancED for school accreditation, and developed district level curriculum.

D. Composition of the Governing Board

The Governing Board is currently comprised of two (2) Members who are recruiting additional Members in order to maintain a Governing Board of at least five (5) Members positions. 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 Governing 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 three (3) potential Governing Board Members at the time of this submission. The School, however, will not appoint new Governing Board Members until after a determination on this charter application. The proposed founding Governing Board Members are:

Governing Board Members	Background, Qualifications, and Community Relationship
Kerry Clark, Ed.D.	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, served as a Quality Assurance Review Chair for AdvancED for school accreditation, and developed district level curriculum.
Scott W. Kies, CPA, CFE	Experience with Charter School Procedure; supervised implementation of grants, development of schedules and budgets paid out of general and Title funds. Scott is a Certified Public Accountant and Certified Fraud Examiner and is a member of the American Institute of Certified Public Accountants (AICPA), Arizona Society of Certified Public Accountants (ASCPA), and the Association of Certified Fraud Examiners (ACFE). He has extensive experience with professional consulting and financial managerial services for Charter Schools and Non-Profits including strategic and organizational planning, review and preparation of IRS form 990, financial reporting and audit preparation, fraud and other special investigations and reviews, budget development, and grants management.

E Filling Governing Board Vacancies

The Corporate Board will be responsible for developing a sustainable succession plan, including the recruitment of Governing Board Members. Corporate Board Directors will recruit from the exceptional community members who are strong advocates for the School's mission and vision. Potential Governing 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 Governing Board.

As stated in the School's Bylaws, in any event where a vacancy occurs for any reason, the Corporate Board may fill the position at any meeting called for that purpose. The appointment of a successor Governing Board Member requires the affirmative vote of a majority (51%) of Corporate Board Directors then in office. Upon the affirmative majority vote of the Corporate Board, the successor Governing Board Member shall immediately take office; however, for the purposes of term limits, the successor Governing Board Member's term will be counted as beginning on the date of the first annual meeting following his or her election. The initial Governing Board Members, upon the approval of this charter school application, will recruit three (3) additional, independent Governing Board Members. The Corporate Board will appoint new Governing Board Members in accordance with the School's Bylaws at a meeting called for that purpose. Once the Governing Board is fully populated, it will finalize a strategic governance succession plan for both Governing Board Members. The succession plan will include a rubric to prioritize the specific needs and expertise required to sustain the organization as well as to ensure Governing Board Members obtain the skills and knowledge necessary to serve on a charter school governing board. Potential Governing Board members will be required to submit their resume,

their fingerprint clearance card, and to participate in an in-person -interview before the full Governing Board.

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

All Governing Board Members will be required to secure and maintain a finger print clearance card prior to their appointment. Furthermore, the School will require Governing 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 Governing Board. The School will provide Governing 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 Governing Board Members, acclimating them to the School's policies, procedures, and vision. The current Bylaws, Governing Board minutes, policy manual, and any other pertinent materials will be reviewed. Ongoing professional development and training of Governing Board Members will be provided so Governing Board Members may constructively participate in the decision making process and stay abreast of current issues. Further, Governing Board Members will periodically be assigned relevant, research-based readings and asked to read and be prepared to discuss in a study session.

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

Complying with Open Meeting Law

The Governing 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 Governing 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 Governing Board made up of a minimum of five (5) members who understand a majority constitutes a quorum under Open Meeting Law. Governing 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). Governing 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 Governing 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 Governing 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 Governing 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 Governing Board will occur during a public meeting. No meetings will be held without proper notification to both Governing Board Members and the general public.